



**TCMI, Inc.**  
**(d/b/a TCV or Technology Crossover Ventures)**

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**Part 2A of Form ADV: Firm Brochure**

March 27, 2024

**This brochure provides information about the qualifications and business practices of TCMI, Inc. If you have any questions about the contents of this brochure, please contact us at 650-614-8200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Additional information about TCMI, Inc. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). An investment adviser’s registration with the SEC does not imply a certain level of skill or training.**

## **Item 2. Material Changes**

This Brochure serves as an update to TCMI, Inc.'s Brochure dated March 31, 2023. This Brochure contains certain updates which may be material including, but not limited to, updating the amount of assets under management, the description of fees and expenses, risks and conflicts of interest. In addition, TCMI, Inc. routinely makes updates throughout the Brochure to improve and clarify the description of its business practices, compliance policies and procedures, as well as to respond to evolving industry best practices.

### **Item 3. Table of Contents**

<b><u>Item #</u></b>	<b><u>Item</u></b>	<b><u>Page</u></b>
Item 2.	Material Changes .....	2
Item 3.	Table of Contents .....	3
Item 4.	Advisory Business .....	4
Item 5.	Fees and Compensation .....	4
Item 6.	Performance-Based Fees and Side-By-Side Management .....	16
Item 7.	Types of Clients .....	17
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss.....	17
Item 9.	Disciplinary Information.....	64
Item 10.	Other Financial Industry Activities and Affiliations .....	64
Item 11.	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .	64
Item 12.	Brokerage Practices .....	107
Item 13.	Review of Accounts .....	108
Item 14.	Client Referrals and Other Compensation .....	108
Item 15.	Custody .....	109
Item 16.	Investment Discretion .....	109
Item 17.	Voting Client Securities.....	109
Item 18.	Financial Information.....	110
Item 19.	Requirements for State-Registered Advisers .....	110

#### **Item 4. Advisory Business**

For purposes of this brochure, the “Adviser” means TCMI, Inc., a Delaware corporation, together (where the context permits) with related general partner or management entities that provide advisory services to and/or receive advisory fees from the Funds (as defined below). Such entities generally are under common control with TCMI, Inc., or possess a substantial crossover of personnel and/or equity owners with TCMI, Inc. These entities may be formed for tax, regulatory or other purposes in connection with the organization of the Funds. The Adviser conducts business under the trade names “TCV” or “Technology Crossover Ventures”.

The Adviser provides investment supervisory services to investment vehicles (the “Funds”) that are exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”), and whose securities are not registered under the Securities Act of 1933, as amended (the “Securities Act”).

The Funds make primarily long-term private equity and equity-related investments and have in the past and may in the future make investments in debt instruments. In accordance with the Funds’ respective investment objectives, investments are generally made in companies doing business in information technology and, more specifically, in technology companies primarily in the following four broad sectors: Internet, Software, Enterprise IT and Services. The Adviser’s advisory services consist of investigating, identifying and evaluating investment opportunities, structuring, negotiating and making investments on behalf of the Funds, managing and monitoring the performance of such investments and disposing of such investments.

The Adviser provides investment supervisory services to each Fund in accordance with the governing documents of such Fund, separate investment management or portfolio management agreements (an “Advisory Agreement”) and/or side letters with Fund investors (together, “Governing Documents”).

Investment advice is provided directly to the Funds and not individually to the investors in the Funds. Investment restrictions for the Funds, if any, are generally established in the Governing Documents of the applicable Fund.

The principal owner of TCMI, Inc. is Jay C. Hoag. The Adviser has been in business since 1995. As of December 31, 2023, the Adviser managed a total of \$20,010,548,119 of client assets, all of which is managed on a discretionary basis.

#### **Item 5. Fees and Compensation**

The Adviser or its affiliates generally receive Advisory Fees and Carried Interest (each as defined below) or similar performance-based remuneration from a Fund. A Fund, and/or its portfolio companies also typically reimburse the Adviser and its affiliates for certain expenses and/or make other payments to the Adviser or its affiliates for services provided to the Fund and/or its portfolio companies which generally reduce the Advisory Fees payable to the Adviser. Additionally, consistent with the Governing Documents of a Fund, the Fund typically bears certain out-of-pocket expenses incurred by the Adviser in connection with the services provided to the Fund and/or the

portfolio companies. Further details about certain common fees and expenses are set forth in more detail below.

### **Advisory Fees**

As compensation for investment supervisory services rendered to the Funds, the Adviser receives from most Funds an advisory fee (each, an “Advisory Fee”), typically initially calculated based on committed capital. Advisory Fees are reduced during the life of a Fund. The precise amount of, and the manner and calculation of, the Advisory Fees for each Fund are established by the Adviser and are set forth in such Fund’s Advisory Agreement and/or the Governing Documents received by each investor prior to investment in such Fund. The Advisory Fees and other fees and distributions described herein may be subject to modification, waiver or reduction by the Adviser in its sole discretion, both voluntarily and on a negotiated basis with selected investors via side letter and other arrangements, which, to the extent permitted by applicable law, may not be disclosed to all other investors in the same Fund. The fee structures described herein may be modified from time to time. Fees may differ from one Fund to another, and vary among investors in the same Fund. Advisory Fees paid by a Fund are indirectly borne by investors in such Fund.

Advisory Fees billed to and received from the Funds accrue and become payable quarterly in advance, on the first day of such fiscal quarter. Advisory Fees will be prorated on a daily basis for partial fiscal quarters.

The Advisory Fees paid by a Fund will generally be reduced by a percentage or dollar amount of: (1) the amount of fees paid by such Fund to persons acting as placement agents in connection with the offer and sale of interests in such Fund to certain potential investors, (2) the fees and expenses incurred by the Adviser in connection with the organization of such Fund that exceed a limit specified in such Fund’s Governing Documents and/or (3) certain Other Fees (as defined and described in more detail below under “*Other Fees*”) received by the Adviser or its affiliates. The amount and manner of such reduction, if any, is set forth in the Advisory Agreement and/or Governing Documents of the applicable Fund.

In addition to certain Funds established for the benefit of Adviser personnel, affiliates and “friends and family” of the Adviser, the Adviser will, from time to time, establish certain investment vehicles through which certain employees and former employees of the Adviser or its affiliates, certain business associates, other “friends of the firm,” or other persons invest alongside one or more Funds in one or more investment opportunities. Such vehicles, referred to herein as “co-investment vehicles,” may, in certain instances, be contractually required to purchase and sell certain investment opportunities at substantially the same time and substantially the same terms as the applicable Fund that is invested in that investment opportunity. Such co-investment vehicles have not in the past and are unlikely in the future to pay Advisory Fees or Carried Interest.

The Adviser may enter into economic and/or other fee-sharing arrangements with respect to one or more Funds and/or certain limited partners thereof, the rights of which will not generally be offered to other limited partners.

In addition, the Adviser may waive or reduce a portion of the Advisory Fee paid by a Fund in partial satisfaction of any obligation of the Adviser to invest in such Fund, which could result in acceleration of investor capital contributions. Waived or reduced Advisory Fees may not be subject to various offsets or the reductions described above. Due to waived or reduced Advisory Fees and/or the timing of receipt of compensation subject to offsets, Fund investors may not receive the full benefit of reductions or offsets (e.g., during periods when the Adviser no longer receives Advisory Fees and receives compensation that would otherwise be subject to offset (including Other Fees (as defined below))), and the Adviser may be entitled to (i) retain such compensation without remitting any such amounts to the applicable Fund or (ii) allocate the offsets to other Funds participating in the investment such that such other Funds receive a benefit in excess of their pro rata participation in the relevant investment).

Upon termination of an Advisory Agreement, Advisory Fees that have been prepaid are generally returned on a prorated basis.

### **Other Fees and Expense Reimbursement**

#### *Other Fees*

Adviser personnel typically serve on the boards of directors of portfolio companies and, from time to time, the Adviser and its affiliates perform transaction-related, advisory and other services for, and receive cash, equity and other non-cash fees from, actual or prospective portfolio companies or other investment vehicles of the Funds, including board services fees and fees in connection with structuring investments in such portfolio companies, as well as mergers, acquisitions, add-on acquisitions, refinancings, public offerings, sales, divestments or other dispositions and similar transactions with respect to such portfolio companies and prospective portfolio companies (“Transaction Fees”).

The Adviser and its affiliates may also receive monitoring fees pursuant to monitoring agreements with portfolio companies of the Funds governing the advice, consultation and other similar ongoing services provided by the Adviser to such portfolio companies (“Monitoring Fees”). The Advisory Fees paid by a Fund will generally be reduced by the Monitoring Fees received by the Adviser or its affiliates. The terms of a monitoring agreement may include (among other things) annual automatic renewals, the payment of Monitoring Fees and the acceleration of payment of the Monitoring Fees upon certain termination events, including the occurrence of an initial public offering or strategic exit. Since the agreements with the portfolio companies providing for such fees typically have prolonged terms (often exceeding ten years and/or subject to automatic extensions and renewal), the effects of such acceleration may be substantial, particularly in the event such circumstances occur early in the life of the Fund’s investment in such portfolio company. Notwithstanding the foregoing, in the event of an initial public offering or other disposition, Monitoring Fees may continue to be paid so long as the applicable Fund continues to hold a position in such portfolio company and the Adviser or its affiliates continue to provide the monitoring services.

In addition, the Adviser and its affiliates will, from time to time, receive fees in connection with serving on the board of directors of a portfolio company (“Director Fees”) and in connection with

an unconsummated transaction (“Break-Up Fees” and, together with Transaction Fees, Monitoring Fees and Director Fees, the “Other Fees”). The amount and timing of Other Fees received by the Adviser or its affiliates are generally specified in the agreement or other documentation governing the applicable transaction.

Other Fees will, from time to time, be substantial and are often paid in cash, in securities of the portfolio companies, prospective portfolio companies or investment vehicles (or rights thereto) or otherwise. Generally, under the terms of the applicable Governing Documents, for purposes of calculating any Advisory Fee offset, Other Fees are net of out-of-pocket costs and expenses incurred by the Adviser in connection with consummated or unconsummated transactions or in connection with generating any such fees. However, these Other Fees reduce, on a dollar for dollar basis, the amount of Advisory Fees paid by the applicable Fund in connection with the receipt of such fees. The manner of such reduction is set forth in the Governing Documents of the applicable Fund.

For the avoidance of doubt, any fees paid to the Adviser or its personnel after a Fund has exited (or is in the process of exiting) an investment are not considered “Other Fees” and do not reduce the Advisory Fee.

Any fees that accrue to the benefit of former Adviser personnel, current and former Operating Partners or other persons who are or become unaffiliated with the Adviser (even if such fee is earned during their tenure with the Adviser) are not considered “Other Fees” and do not reduce the Advisory Fees or otherwise benefit the Funds or their investors. Similarly, any fees that accrue to the benefit of Adviser personnel or other persons who are affiliated with the Adviser prior to their association with the Adviser (even if any fee received in kind is realized or otherwise converted to cash during their tenure with the Adviser) are not considered “Other Fees” and do not reduce the Advisory Fees or otherwise benefit the Funds or their investors.

The payment of Other Fees by portfolio companies and prospective portfolio companies will, in many, but not all, circumstances create a conflict of interest between the Adviser and its affiliates and the Funds and their investors because the amounts of such Other Fees and reimbursements are often substantial and the Funds and their investors generally do not have a direct interest in such Other Fees and reimbursements. The Adviser determines the amount of such Other Fees for the services provided and reimbursements at its own discretion, subject to agreements with sellers, buyers, and management teams, the boards of directors of or lenders to portfolio companies, and/or third-party co-investors in its transactions, and the amount of such fees and reimbursements often will not (except in connection with the reductions described herein) be disclosed to investors in the Funds.

To the extent an Adviser or an affiliate receives any Other Fees (*e.g.*, director fees in connection with Adviser personnel continuing to serve on a company’s board of directors) from a former portfolio company after a Fund has fully exited its investment in such company, such fees received after the exit will generally not be subject to a reduction, provided that such fees were not received for services or activities that occurred prior to the exit.

### *Allocation of Other Fees and Advisory Fee Offset*

To the extent an Other Fee relates to more than one Fund, the Adviser generally allocates the resulting reduction among the applicable Funds that pay Advisory Fee in proportion either to their (a) interest (or prospective interest) in the portfolio company or (b) committed capital, as applicable, in its sole discretion. As certain Funds do not pay an Advisory Fee (i.e., Funds in which the investors are Adviser personnel and “friends and family” of the Adviser), the reduction will not benefit such Funds.

### *Portfolio Company Expense Reimbursements*

A portfolio company will often reimburse the Adviser for expenses including, without limitation, travel and travel-related expenses, meals, lodging and entertainment expenses (including, as applicable, closing dinners and mementos, cars and meals, social and entertainment events with portfolio company management, customers, clients, borrowers, brokers and service providers); expenses relating to training programs, meetings or other events, whether or not such programs, meetings or events are attended by portfolio company personnel; expenses relating to hiring portfolio company personnel, including background checks, recruiting and relocation expenses; indemnification expenses, certain legal expenses, including litigation, legal costs associated with reviewing financing documents and agreements, whether on behalf of a portfolio company borrower or lender; and similar out-of-pocket expenses incurred by the Adviser in connection with its performance of services for such portfolio company. Such reimbursed expenses are generally not included in the definition of “Other Fees” under the terms of the applicable Governing Documents, and such reimbursements do not reduce the Advisory Fee.

Because certain expenses are paid for by a Fund and/or its portfolio companies or, if incurred by the Adviser, are reimbursed by a Fund and/or its portfolio companies, the Adviser may not be incentivized to seek out the lowest cost options when incurring (or causing a Fund or its portfolio companies to incur) such expenses, which could result in lower returns to investors. As used throughout this brochure, “travel and travel-related” includes all travel expenses for the use of chartered, private aircraft, first class or business class travel and black car ground transportation, accommodations, lodging, meals, events and entertainment.

The Adviser and its affiliates also engage and retain Operating Partners (as defined in Item 11 below), which include affiliates of the Adviser, employees of the Adviser or such affiliates, portfolio companies of a Fund, third-party consultants (including specialized consultants, external executives and industry roundtable members), “operating partners”, “venture partners”, “executive advisors” or “senior advisors.” Certain of these Operating Partners receive payments from, or allocations with respect to, portfolio companies and/or other entities. In such circumstances, the amounts of such fees, reimbursements or other compensation received by such persons are generally retained by such persons, and such amounts are not considered “Other Fees” and will not offset the Advisory Fees payable by a Fund, and will not otherwise benefit the Fund or its investors. For a discussion of material conflicts of interest created by the engagement of such persons, please see “Operating Partners and Other Providers of Operations Support” in Item 11 below.



## **Expenses**

### *Adviser Expenses*

To the extent provided in the Governing Documents of the Funds and except as described herein as a Fund or portfolio company expense, the Adviser will bear all normal expenses incurred in connection with the management of each Fund, including (but not limited to) expenditures on account of salaries (including bonuses) and wages, travel and entertainment expenses (to the extent such travel and entertainment expenses are not reimbursed by any actual or prospective portfolio company or other third party or explicitly permitted by a Fund's governing documents) and other similar expenses of employees of a Fund's general partner (including the cost of any employee benefits), if any, and of the Adviser's members and employees (other than Carried Interest described in Item 6 below), rentals payable for space used by the Adviser or the Fund, bookkeeping services and equipment; preparation of annual and other reports to the partners of the Funds; and membership dues for professional and trade associations of which the Fund is or becomes a member; costs and expenses associated with registering (or maintaining the registration of) the Adviser as an investment adviser, financial service provider or similar capacity under any applicable U.S. federal or state laws (including without limitation the U.S. Investment Advisers Act of 1940, as amended (the "Investment Advisers Act")) or foreign laws (including without limitation registration with the Financial Conduct Authority) and ongoing costs and expenses associated with compliance under such registration (including without limitation costs and expenses relating to preparation and filing of Form ADV and Form PF); and other normal and routine administrative expenses relating to the services and facilities provided by the Adviser to the Funds.

### *Fund Expenses*

Consistent with the Governing Documents of the Funds, each Fund will generally bear all other expenses relating to its activities and business (including, but not limited to, expenses incurred by the applicable Fund for the benefit of its portfolio companies) to the extent not borne by its portfolio companies, including (but not limited to) all fees, costs, expenses, liabilities and obligations relating or attributable to activities with respect to the sourcing, developing, investigating, researching, diligencing, structuring, organizing, negotiating, financing, refinancing, bridge financing, bidding on, consummating, acquiring, purchasing, owning, managing, monitoring, operating, holding, hedging, restructuring, trading, settling, taking public or private, selling, valuing, winding up, liquidating or otherwise disposing of, as applicable, of any portfolio company or securities (including, without limitation, private equity interests, equity, debt, government securities, banker's acceptances, certificates and accounts of savings and loan associations, commercial paper, certificates of deposit, treasury bills, and certain other money market investments similarly highly liquid securities and the Fund's actual and potential investments (including follow-on investments)) or seeking to do any of the foregoing, whether or not any contemplated transaction or project is consummated or such activities are successful and including certain advisory, transaction, consulting and other similar fees paid to the Adviser or the Adviser's affiliates, and legal expenses incurred in connection with claims or disputes related to unconsummated or proposed investments and expenses and fees that would have been allocable to co-investment vehicles or other co-investors), expenses incurred in connection with the disposition

of investments (including closing, execution and other transaction costs), expenses and fees generated in the course of organizing, holding, developing, managing, monitoring, refinancing, maintaining, administering, restructuring, structuring, operating and negotiating joint venture arrangements and platform investments, including with respect to transactions that are not consummated, organizational expenses of the Fund's general partner, borrowings, other indebtedness of, or guarantees made by the Fund or the Adviser on behalf of the Fund (including any credit facility, letter of credit or similar credit support), including, but not limited to, principal and interest with respect thereto and the arranging or attempted arranging thereof, legal, tax, actuarial, accounting, auditing, advisory, administration (including fees and expenses associated with the Fund's third-party administrators and administration or reporting software, if any), information, valuation (including third-party valuations, appraisals or pricing services), broker, dealer, finder, underwriting (including both commissions and discounts), loan administration, expenses of loan servicers, private placement, agent, investment banking, consulting (including consulting and retainer fees and other compensation paid to any consultants performing investment initiatives, and other similar consultants, or any environmental, social and governance ("ESG") consultants, certification, research (including any research or other service that may be deemed to be bundled for the benefit of such Fund), as well as the information technology systems used to obtain such research and other information, information, anti-money-laundering compliance, anti-bribery compliance and other compliance professional or other services, borrowing, financing, commitment, origination and similar fees and expenses (including the costs and expenses incurred in obtaining, negotiating, entering into, effecting, maintaining, varying, refinancing or terminating such borrowings and commitments and interest arising therefrom), brokerage, sale, custodial, depository, trustee, record keeping, accounting, agent and other bank services, and other similar services, third-party diligence software, subject and industry-matter research and experts, reverse breakup, termination and other similar fees, certain costs associated with litigation (including discovery requests), governmental inquiries, investigations or proceedings (including any actual, threatened or otherwise anticipated litigation, mediation, arbitration or other dispute resolution process, including any judgment, other award, settlement or fines entered into in connection therewith), premiums and other expenses of any directors and officers liability, errors and omissions liability, general partner liability, liability, cyber insurance and other insurance, including insurance of which the Adviser and its affiliates are beneficiaries, and any indemnification or extraordinary expense or liability relating to the affairs of the Fund (including any fees, costs and expenses incurred in connection with indemnification and advancing fees, costs and expenses incurred in defense or settlement of any claim that may be subject to a right of indemnification) any taxes, fees or other governmental charges levied against the Fund or payable by the Fund and all expenses incurred in connection with any tax audit, investigation, settlement or review of the Fund, filing, title, hedging, currency conversions, transfer, registration and other similar fees and expenses, printing, communications, marketing, advertising, wholesaling, publicity, and other fundraising expenses associated with the admission and diligence of an investor and investor-related services and other similar costs, travel and travel-related and entertainment expenses incurred in connection with the Fund's fundraising activities and, for certain funds, investment activities, premium meals, social and entertainment events with actual or potential portfolio company management and/or employees, customers, clients, borrowers, brokers and service providers, compliance with provisions in side letters entered into with investors, including "most favored nations" provisions, the preparation, distribution or filing of Fund-related or investment-related financial statements or other reports, tax returns, tax estimates,

Schedule K-1s or any other administrative, informational or similar reports, or other information, including fees and costs of any third-party service providers and professionals and public accounting firms, developing, licensing, implementing, maintaining or upgrading any web portal, extranet tools, computer software or other administrative or reporting tools (including subscription-based services) for the benefit of the Fund or investors, any activities with respect to protecting the confidential or non-public nature of any information or data, including confidential information, any costs associated with cybersecurity or data privacy, any annual limited partner meeting or other periodic, if any, meetings of the limited partners, including Fund information and annual meetings, and any other conference or meeting with any investors incurred by the Fund or the Adviser (including set-up costs, speaker fees, honoraria, dining, entertainment, travel and travel-related and other expenses), expenses related to meetings or conferences with one or more investors (including prospective investors during fundraising and current Fund investors), defaults by investors in the payment of any capital contributions, amendments, modifications, and revisions to, restatements of, and waivers, consents or approvals pursuant to, the constituent documents of the Fund or intermediary entity used to acquire, hold or dispose of an investment or to otherwise facilitate the Fund's investment activities, including the preparation, distribution and implementation thereof, fees, costs and expenses related to the organization, establishment, maintenance and administration of any alternative investment vehicles or any intermediary entity (whether owned by the Fund, the Fund's general partner, the Adviser or otherwise) used to acquire, hold or dispose of an investment or to otherwise facilitate the Fund's investment activities, including without limitation independent director fees, corporate secretary fees, audit, tax advice, tax filing and legal advice fees, any travel and accommodation expenses related to such entity and the salary and benefits of any personnel reasonably necessary and/or advisable for the maintenance and operation of such entity (other than salary and benefits that constitute Adviser Expenses), or other overhead expenses in connection therewith (other than overhead expenses that constitute Adviser Expenses) (to the extent not subject to any reimbursement of such costs and expenses by portfolio companies or other third parties and not capitalized as part of the acquisition price of the transaction), travel, lodging, meals, entertainment or other accommodation expenses of the Adviser or its affiliates related to the Fund expenses described above, including in connection with consummated and unconsummated investment and disposition opportunities (provided, that, with respect to such travel expenses, the Adviser agrees that in no event shall the Fund bear the cost of any chartered or private air travel in excess of the cost of first-class commercial airfare for such route to the extent there is such a commercial flight reasonably available for such route (taking into account proximity to destination, time considerations and other similar considerations)), unreimbursed costs and expenses incurred in connection with any proposed or actual transfer of an interest in the Fund, distributions to the investors and other expenses associated with the acquisition, holding and disposition of the Fund's investments, including extraordinary expenses, expenses associated with legal and regulatory compliance with U.S. federal, state, local, non-U.S. or other law and regulation related to the activities of the Fund (including regulatory filings as they relate to the Fund's activities, out-of-pocket costs and expenses, if any, associated with any third-party examination or audits (including similar services) of the Fund or the Adviser that are attributable to the operation of the Fund or requested by one or more investors in the Fund, the OECD Standard for Automatic Exchange of Financial Account Information in Tax Matters, the Common Reporting Standard and any associated guidance, the Foreign Account Tax Compliance Act, and any similar legislation, regulations or guidance enacted in any jurisdiction which seeks to implement similar tax reporting and/or withholding tax regimes, and any intergovernmental

agreements entered into thereto (or any law implementing such an intergovernmental agreement) (collectively, “FATCA”) and any regulatory expenses of the Adviser, in each case incurred in connection with the operation of the Fund), including, without limitation, reports, disclosures, filings and notifications prepared, distributed or filed in connection therewith and legal fees and expenses, including, without limitation, reports, disclosures, filings and notifications prepared in accordance with the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”), the European Union Alternative Investment Fund Managers Directive, the European Union Sustainable Finance Disclosure Regulation and any applicable legislation or regulations related to the European Commission’s Action Plan on Financing Sustainable Growth (“SFDR”) and FATCA), fees, costs or expenses incurred in connection with the Fund’s participation in and compliance with any policy, program or industry initiatives, including ESG initiatives or principles, expenses of terminating, winding up and dissolving the Fund and liquidating the assets of the Fund, and advisory board meeting expenses (including set-up costs, speaker fees, honoraria, dining, entertainment, travel and travel-related expenses) as well as other advisory board expenses (including legal counsel, accountants, auditors, financial advisors or any other advisors or experts retained to assist the advisory board and other expenses incurred in connection with advisory board action), fees, costs and expenses associated with operating, intermediate or facilitating entities formed in Luxembourg and/or other foreign jurisdictions in connection with the Fund’s activities (including, for example, independent manager fees, the meetings of officers, directors or managers of such entities or their general partners) (such as, without limitation, travel, meal and lodging expenses in relation to such meetings), as well as any other fees or expenses incurred by the Adviser or the Fund in connection with the Fund’s operations that are not specifically set forth above as being paid by the Adviser to the extent provided in the Governing Documents of the Fund or as approved by the Fund’s advisory board.

In addition, the Adviser has engaged a fund administrator for several of the Funds and is likely in the future to engage a fund administrator for other Funds administrators or similar service providers to perform certain functions in relation to the Funds, which services may include coordination of the Funds’ legal entity management function, execution and recordkeeping associated with applicable tax elections and filings, support for the valuation process and investor correspondence, investor anti-money laundering (including the engagement of certain money laundering officers required by law in the Cayman Islands) and know your customer diligence, investor data management and reporting requests as well as data collection required for various regulatory reporting with which the Funds are required to comply. In certain instances, employees of such service providers dedicate substantially all of their time to the Funds or spend all or a significant majority of their business time at the Adviser’s offices. These expenses related to such service provider employees would be borne by the Funds. In addition, the Funds will bear the expenses of all third-party administrator service providers even if there is some overlap in services performed by such third-party administrator and Adviser personnel.

From time to time, the general partner of a Fund may create certain “special purpose vehicles” or similar structuring vehicles for purposes of accommodating certain tax, legal and regulatory considerations of investors (“SPVs”). In the event the general partner creates an SPV, consistent with the Governing Documents of the applicable Fund, the expenses related to its organization and formation and other expenses incurred solely for the benefit of the SPV will typically be borne by the SPV, and indirectly, the investors thereof. In addition, expenses of the types borne by a Fund

but associated with any feeder fund or similar vehicle organized to facilitate the participation of certain investors in such Fund (including, without limitation, expenses of accounting and tax services) may be borne by such Fund and indirectly, the investors thereof (even if such investors do not participate in any such feeder fund or similar vehicle).

### *Organizational Expenses*

Each Fund also bears all organization and offering expenses (generally subject to a specified cap) in connection with its formation, the formation such Fund's general partner, any parallel vehicles, and the general partners of any parallel funds, including (but not limited to) legal and accounting fees, travel and travel-related expenses of the Adviser, and fees and expenses (including legal fees) incurred in connection with compliance with the laws of any U.S. or non-U.S. jurisdiction resulting from the marketing of the limited partnership interests in such Fund (including expenses incurred in connection with registering such Fund or the Adviser under any such laws or seeking an exemption from registration).

### *Allocation of Expenses*

From time to time the Adviser will be required to decide whether certain fees, costs and expenses should be borne by the Adviser, a Fund, a portfolio company, co-investors and/or a third party (each, an "Allocable Party") and if so, how such fees costs and expenses should be allocated among the relevant Allocable Parties. Certain fees, costs and expenses may be the obligation of one particular Allocable Party and may be borne by such Allocable Party or, fees, costs and expenses may be allocated among multiple Allocable Parties. The Adviser allocates fees, costs and expenses in accordance with a Fund's Governing Documents. For applicable situations where fees, costs and expenses are incurred for the benefit of one Allocable Party, the Adviser will allocate 100% of such fees, costs and expenses to such Allocable Party, subject to the terms of the Governing Documents and the discretion of the Adviser. To the extent not addressed in the Governing Documents of a Fund, the Adviser will make allocation determinations among Allocable Parties in a fair and reasonable manner using its good faith judgment, notwithstanding its interest (if any) in the allocation (which such methodologies may include pro rata allocation based on the respective capital commitments of a Fund, pro rata allocation based on the respective investment (or anticipated investment) of an Allocable Party in an investment, relative benefit received by an Allocable Party, or such other fair and equitable method as determined by the Adviser in its sole discretion). The Adviser will make any corrective allocations and take any mitigating steps if it determines in its sole discretion that such corrections are necessary or advisable. Notwithstanding the foregoing, the portion of an expense allocated to a Fund for a particular service will not always reflect the relative benefit derived by such Fund from that service in any particular instance and the Adviser will determine an allocation of expenses to be fair and equitable even where a Fund is required to bear more than its proportional share of such fees or expenses relative to other Allocable Parties receiving the same service or participating in the same transaction. In addition, a Fund will bear more or less of a particular expense based on the methodology used, and a Fund will bear more or less of a particular expense based on the number of Allocable Parties the Adviser selects to bear the expense in its initial allocation determination. When making expense allocation determinations, the Adviser generally will allocate an expense to one or more Allocable Parties that are in existence and identified as such at the time the expense allocation determination is made. Accordingly, it can be expected that in certain cases Allocable Parties that were not in existence

or otherwise identified as Allocable Parties at the time an expense is allocated will ultimately benefit from a particular expense, without having borne any portion of such expense, and in such cases the Adviser will not re-allocate the expense to each such future Allocable Party, and such future Allocable Part(ies) will benefit at the expense of other Allocable Parties, including the Funds. In exercising its discretion to allocate fees and expenses, the Adviser is faced with a variety of conflicts of interest. Any such conflict will be resolved as required by the applicable Funds' Governing Documents, the Adviser's allocation policies or, if not addressed therein, otherwise in a fair and equitable manner as determined by the Adviser in its sole discretion. Such allocation determinations are inherently subjective and give rise to conflicts of interest due to inherent biases in the process. For example, the Adviser may, from time to time in the future, cause one or more Funds to purchase, and/or bear premiums, fees, costs and expenses (including, without limitation, expenses or fees of insurance brokers) for insurance to insure multiple Funds, the applicable general partner, the Adviser and/or their respective directors, officers, employees, agents, representatives, members of investor advisory committees and other indemnified parties, against liability in connection with the activities of the Funds. The Adviser will make judgments about the allocation of such premiums, fees, costs and expenses for such "umbrella" or other insurance policies among one or more Funds and/or the Adviser, in its reasonable discretion and may make corrective allocations should it determine subsequently that such corrections are necessary or advisable. There can be no assurance that a different allocation would not result in a Fund's bearing less (or more) premiums, fees, costs and expenses for insurance policies. In addition, as such umbrella policies may cover all Funds, a single large claim with respect to another Fund will likely reduce the remaining coverage available for the rest of the Funds under such policies.

To the extent not allocated to a portfolio company, the Adviser will allocate fees and expenses incurred in the course of evaluating and making investments that are consummated between Funds in accordance with each Fund's Governing Documents or, to the extent not addressed in such Governing Documents, in its sole discretion, in each case using good faith and its best judgment. Such fees and expenses are typically allocated among participating Funds pro rata based on their invested capital. Non-investment expenses common among one or more Funds, including insurance and audit fees and expenses, may be allocated pro rata among participating Funds based on commitments or in another manner as the Adviser deems fair and appropriate to the Funds, in its good faith discretion.

The appropriate allocation among Funds, any co-investment vehicles, and any other co-investors of expenses and fees generated in the course of evaluating potential investments which are not consummated, such as out-of-pocket fees associated with due diligence, attorney fees and the fees of other professionals, will be determined by the Adviser and its affiliates in their good faith discretion, consistent with the Governing Documents of the Funds, as applicable. If multiple Funds evaluate a potential investment that is not consummated, the Adviser generally allocates fees and expenses generated in the course of such evaluating such investment among such Funds based on the anticipated investment of each Fund. Such expenses typically are not allocated to co-investment vehicles or other co-investors.

There will, from time to time, be occasions when one Allocable Party (the "Payor Allocable Party") pays an expense common to multiple Allocable Parties (the "Allocated Parties") (e.g., legal expenses for a transaction in which multiple Funds and/or co-investors participate). On such

occasions, each Allocated Party will reimburse the Payor Allocable Party for its share of such expenses, generally without interest, promptly after the payment is made by the Payor Allocable Party. In addition, a Fund has procured and may in the future procure borrowing through a subscription line or credit facility in order to make an investment, syndicating out a portion of the investment to another Allocable Party. Subject to the Governing Documents, the borrowing Fund will bear the entire cost of interest from the borrowing, even though the investment may ultimately be made by other Allocable Parties. Furthermore, while unlikely, it is possible that one of the Allocated Parties could default on its obligation to reimburse the Payor Allocated Party.

The Adviser, from time to time, enters into arrangements with third-party advisers and consultants who provide services relating to deal-sourcing and investment opportunities, for which such advisers and consultants are paid compensation or other fees and/or are reimbursed for certain expenses. Any fees and expenses associated with such investment opportunities will be allocated to the applicable Fund(s), consistent with the allocation process described above.

#### *Co-Investment Vehicle Fees and Expenses*

The Adviser will, in certain cases, form a co-investment vehicle, or other similar vehicle to facilitate the investment alongside the Fund by investors in connection with the consummation of a transaction. Consistent with the Governing Documents of a Fund, in the event a co-investment vehicle is created, investors in such co-investment vehicle will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the co-investment vehicle.

If two or more Funds evaluate a potential investment that is not consummated, the Adviser generally allocates the broken deal expenses (including reverse termination fees, costs of negotiating co-investment documentation (including non-disclosure agreements with counterparties), the costs from onboarding (i.e., KYC) investment entities with a financial institution, expenses incurred in connection with any tax audit, investigation, settlement or review of the Funds, extraordinary expenses such as litigation costs and judgments and other expenses) among such Funds based on the anticipated investment of each Fund or such other allocation as the Adviser deems fair or appropriate. Where a co-investment vehicle is created, and would generally not have been established were an investment not consummated, such fees and expenses would not generally be allocated to such a co-investment vehicle; for example, it is possible that a co-investor will not agree to share expenses with a Fund if a transaction is not consummated. However, if the potential investment is not consummated and co-investors have entered into binding commitments to invest in the potential transaction (either directly or indirectly through a co-investment vehicle), broken deal expenses (including reverse termination fees, extraordinary expenses such as litigation costs and judgments and other expenses) may, subject to negotiation with co-investors, be borne solely by the Funds anticipated to participate in such investment as well as such co-investors based on their anticipated investment in the potential transaction or such other allocation as agreed with such co-investors. Generally, certain fees and expenses that are not specifically related to a co-investment vehicle or to an investment made by a co-investment vehicle are payable by the Funds, and not the co-investment vehicles themselves. The Adviser will evaluate the facts and circumstances including, without limitation, timing of the transaction,

benefit to the Fund to have co-investors participate in a particular transaction and relative negotiating power.

To the extent determined to be fair and equitable by the Adviser in its sole discretion, any fees and expenses incurred in connection with the organization of a co-investment vehicle (including fees and expenses related to negotiating the governing documents of such co-investment vehicle as well as fees and expenses described above) that is expected to invest alongside the Funds in an investment are expected to be borne by the Funds to the extent such co-investment vehicle does not ultimately make such investment, whether or not such investment is consummated by the Funds.

From time to time, certain of the Funds will incur certain ongoing expenses that benefit a co-investment vehicle or co-investor (for instance, insurance premiums). In such instances, unless otherwise agreed with the applicable co-investors and to the extent determined to be fair and equitable by the Adviser in its sole discretion, these ongoing expenses will be borne solely by the applicable Fund or Funds and will not be borne by any benefiting co-investment vehicle or co-investor.

In addition, the Adviser and its affiliates have discretion to (i) receive performance-based compensation, Advisory Fees or similar fees from co-investors and (ii) collect customary fees in connection with actual or contemplated investments that are subject to co-investment arrangements. Typically, such fees will not offset against any Funds' Advisory Fees.

### **Carried Interest Payments**

Additionally, please see Item 6 below regarding "Carried Interest" that Funds pay.

### **Brokerage Fees**

When a broker is used in connection with an investment by a Fund, such Fund will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see Item 12 below.

## **Item 6. Performance-Based Fees and Side-By-Side Management**

With respect to most Funds, a portion of the profits of such Funds is allocated to the capital account of the Adviser as "carried interest" (the "Carried Interest"). Carried Interest paid by a Fund is indirectly borne by investors in such Fund. Certain of the Funds do not pay Carried Interest (*i.e.*, Funds in which the investors are Adviser personnel and "friends and family" of the Adviser) and certain Funds pay Carried Interest at different rates than other Funds. The payment of different rates of Carried Interest may pose conflicts of interest among the Funds, the Adviser and its related persons. Please see the discussion below under the sub-heading "Resolution of Conflicts" for a description of the means by which the Adviser and its related persons may seek to alleviate conflicts of interest among the Funds or other persons.



## **Item 7. Types of Clients**

The Adviser currently provides investment supervisory services to the Funds. Investment advice is provided directly to the Funds and not individually to investors in such Fund.

Interests in the Funds are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act. Investors in the Funds are generally “qualified purchasers” as defined in the 1940 Act, and include, among others, high net worth individuals, banks, thrift institutions, public and private pension and profit-sharing plans, trusts, estates, sovereign wealth funds, charitable organizations, university endowments, corporations, limited partnerships and limited liability companies or other entities.

## **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

### **Methods of Analysis and Investment Strategies**

To execute on its strategy of making successful investments in high-growth technology companies, the Adviser seeks to apply a rigorous and disciplined investment approach that is intended to identify and evaluate high quality investment opportunities, make sound investment decisions, and enhance company value post transaction.

#### *Technology Focus and Growth Equity Focus*

The Adviser is focused on capturing opportunities within the technology market through impactful growth equity investments. The Adviser seeks to apply this strategy through a high-conviction thematic approach targeting high-growth technology assets experiencing fundamental structural change and growth. The Adviser believes this approach provides several key competitive advantages, including the potential to establish a level of domain expertise that enables multiple investments in sub-sectors where the Adviser believes there is continued opportunity to generate investment returns.

#### *Other Investments*

While growth equity is the core focus of the Adviser’s investment strategy, the Adviser also operates a separate earlier-stage strategy to target the expansion-stage (typically second round of institutional capital) technology businesses.

The Adviser also operates a sector-oriented approach, which provides the flexibility to opportunistically pursue a broader range of transaction situations, depending upon evolving market dynamics or economic environments. This includes investments in publicly listed companies, such as equity investments, as well as other transaction types and investment opportunities, where the Adviser will seek to maintain its approach of acting as a thematic investment partners for high-growth businesses.

### *Cultivating Relationships through Sector Expertise*

Through a period of multi-year pre-engagement ahead of investment, the Adviser aims to secure preferential access to premier businesses, in transactions that involve the characteristics necessary to deliver the Adviser's desired returns.

After identifying a potential target investment and leveraging the relevant resources to secure an introduction to the company, the Adviser seeks to carry out an extensive period of relationship cultivation with target management. The rationale for this process is twofold: (i) to conduct the level of due diligence required to gain strong conviction around the investment opportunity, and (ii) to provide early value-add to the business, positioning the Adviser as a preferred partner as target management seeks a specialist investor to help achieve its growth ambitions.

### *Rigorous Evaluation and Execution Process*

When evaluating transactions, the Adviser seeks to apply a rigorous and structured evaluation and execution process that includes intensive due diligence, detailed modelling of future performance and returns potential, and negotiation of appropriate valuation and terms. While high growth is a key theme across the Adviser's investment strategy, target companies generally also have a strong fundamental business and economic model. The Adviser's team typically focuses on key diligence and investment considerations, including:

- *Sub-sector Thematic Mapping:* Development of specialist sub-sector theses to comprehensively understand a target's market dynamics and competitive positioning;
- *Market size:* Assessment of current and future growth, competitive position and dynamics, and opportunity for disruption;
- *Technology / product differentiation:* Analysis of current strategy and ability to stay defensible / disruptive, while maintaining a strong customer value proposition;
- *Quality of management:* Current leadership and ability to expand and upgrade over time;
- *Economic model:* Value proposition to consumers, strength of economic model and how those are likely to evolve over time;
- *Portfolio considerations:* Holistic evaluation of fund portfolio to balance risk and return drivers across the fund; and
- *Valuation and returns potential:* Price for the investment and implications for future potential return given all considerations above.

### *Investment Process*

An investment decision is usually the end result of a long cultivation process that involves identifying key themes, finding emerging companies that are benefitting from, or even driving, trends, and developing a differentiated relationship with the management teams of those companies, typically years before an investment is made. When this cultivation process results in a specific investment opportunity, each investment goes through a comprehensive and structured evaluation process that occurs via a cross-sector investment committee review.

### *Active Role with Portfolio Companies*

Post-investment, the Adviser typically seeks to adopt an intensive approach to value creation, typically through highly active minority positions, and various focused performance drivers. In so doing, the Adviser believes it is able to deploy the Adviser's specialist technology expertise to drive revenue growth and, in turn, investment performance.

The Adviser has honed and evolved its playbook through various market environments and over multiple economic cycles. The Adviser has developed organizational functions to support the continued success of this strategy, including sector-specialized investment professionals, a purpose-built sourcing engine to identify the most attractive targets, and an in-house portfolio operation team, dedicated to enhancing portfolio company growth.

### **Risks**

Investing in securities involves a substantial degree of risk. A Fund may lose all or a substantial portion of its investments, and investors in the Funds must be prepared to bear the risk of a complete loss of their investments.

In addition, material risks relating to the investment strategies and methods of analysis described above, and to the types of securities typically purchased by or for the Funds, include, but are not limited to, the following:

#### *Business and Financial Risks*

The Funds' investments include securities issued by publicly and privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

#### *Concentration of Investments in the Technology Industry*

The Funds' portfolio companies will be concentrated in the technology industry. Concentration in a single industry may involve risks greater than those generally associated with more diversified investment funds, including significant fluctuations in returns. The technology industry is challenged by various factors including rapid change, evidenced by rapidly changing market conditions and/or participants, new competing products and/or services, short product life cycles and improvements in existing products. The Funds' portfolio companies will compete in this volatile environment. There is no assurance that products or services sold by the Funds' portfolio companies will not be rendered obsolete or adversely affected by competing products and services or that the Funds' portfolio companies will not be adversely affected by other challenges. Instability, fluctuation or an overall decline within the technology industry will likely not be balanced by investments in other industries not so affected. In the event that the technology industry as a whole declines, returns to limited partners will also decline.

### *Investing in Growth Technology Companies and Expansion Stage Technology Companies May Be Risky and Volatile*

Certain Funds invest primarily in growth technology companies and certain funds invest primarily in expansion stage technology companies. These companies are often characterized by short operating histories, new technologies and products, evolving markets, intense competition and management teams that have limited experience working together. A portfolio company's ability to succeed will be dependent upon its ability to constantly evolve its business to be sure that its products keep pace with changing technologies and markets. In addition, a portfolio company will need to implement appropriate sales and marketing, inventory, finance, personnel and other operational strategies in order to become and remain successful. The Funds' returns will depend upon the Adviser's ability to find and invest in companies that can successfully combine these strategies where products and markets are constantly evolving. There can be no assurance that the Adviser will find and invest in a sufficient number of these companies to meet investor return expectations. In addition, growth companies may be more susceptible to macroeconomic effects and industry downturns, including those resulting from acts of terrorism and war.

### *Concentration of Investments Outside of North America*

The Funds are permitted to invest up to 50% of the aggregate amount of Capital Commitments outside of the United States and Canada. It is likely that a significant percentage of the Funds' portfolio investments will be concentrated outside of the United States and Canada. Concentration of investments may involve risks greater than those generally associated with more diversified funds, including significant fluctuations in returns. The aggregate return of the Funds may be substantially adversely affected by the unfavorable performance of even a single geographic market. To the extent the Funds concentrate their portfolio investments in a limited number of geographic areas, the Funds will be subject to risks of adverse events or conditions which particularly affect the Funds' areas of concentration, and the Funds could be more adversely affected than if their portfolio investments were more diverse as to geographic location. Investors have no assurance as to the degree of diversification in the Funds' portfolio investments by geographic region except as set forth in the Funds' Governing Documents.

### *Technological Innovations*

Recent technological innovations have disrupted numerous established industries and those with incumbent power in them. As technological innovation continues to advance rapidly, it could impact one or more of the Funds' portfolio companies. Moreover, given the pace of innovation in recent years, the impact on a particular investment may not have been foreseeable at the time the Fund made the investment. Furthermore, the Adviser could base investment decisions on views about the direction or degree of innovation that prove inaccurate and lead to losses.

### *Artificial Intelligence ("AI")*

The Adviser's ability to use, manage and aggregate data may be limited by the effectiveness of its policies, systems and practices that govern how data is acquired, validated, used, stored, protected, processed and shared. Failure to manage data effectively and to aggregate data in an accurate and timely manner may limit the Adviser's ability to manage current and emerging risks, as well as to

manage changing business needs and to adapt to the use of new tools, including AI. While the Adviser utilizes certain AI tools in connection with its business activities, the Adviser continues to evaluate and adjust internal policies governing use of AI by its personnel. Notwithstanding any such policies, the Adviser's personnel and other associated persons of the Adviser and any of its affiliates (including former investment professionals and/or other personnel who are, or were, involved in the affairs of one or more of the Funds or former owners of a portfolio company of a Fund) could, unbeknownst to the Adviser, utilize AI in contravention of such policies. The Adviser, the Funds and/or their portfolio companies could be further exposed to the risks of AI if third-party service providers or any counterparties, whether or not known to the Adviser, also use AI in their business activities. The Adviser will not be in the position to control the manner in which third-party products are developed or maintained or the manner in which third-party services are provided. Use of AI tools may result in allegations or claims against the Adviser, a Fund or its portfolio companies related to violation of third-party intellectual property rights, unauthorized access to or use of proprietary information and failure to comply with open-source software requirements. Additionally, AI tools may produce inaccurate, misleading or incomplete responses that could lead to errors in decision-making, portfolio management or other business activities, which could have a negative impact on the Adviser or on the performance of a Fund and its portfolio companies. Such AI tools could also be used against the Adviser, a Fund or its portfolio companies in criminal or negligent ways. It is possible that the use of AI could result in the input of confidential information (including material non-public information and personal data) into such systems or related datasets, with information subsequently becoming accessible to other parties. The use of AI by organizations connected to the Adviser could also lead to regulatory investigations and enforcement actions, which could adversely affect the Adviser and the Funds. The Adviser may not be in a position to control the manner in which third-party products or systems involving AI are developed, used or maintained. AI may also be more competitive with certain business activities or increase the obsolescence of certain organizations' products or services, particularly as AI technologies improve. These changes could have an adverse effect on the Adviser and Funds.

As the use and availability of AI tools has grown, regulations are being proposed or adopted in multiple jurisdictions. The costs of monitoring and responding to these, as well as the consequences of non-compliance, could have an adverse effect on the Adviser, a Fund or its portfolio companies. The European Union is currently implementing a new regulation applicable to certain AI and the data used to train, test and deploy it (the "EU AI Act"). The EU AI Act will impose material requirements on, *inter alia*, providers and deployers of AI and will have extraterritorial application. Sanctions under the EU AI Act may be significant, including fines of up to 7% of total annual worldwide turnover or 35 million euros (whichever is higher) for the most serious breaches. The U.S. Congress and a number of U.S. federal and state agencies have also been examining the AI tools and their uses in a variety of industries, including financial services. These agencies have issued proposed or adopted a variety of rules and other guidance regarding the use of AI. AI similarly faces an uncertain regulatory landscape in many other foreign jurisdictions. Ongoing and future regulatory actions with respect to AI generally or AI's use in any industry in particular may involve material compliance costs and/or alter, perhaps to a materially adverse extent, the ability of the Adviser, a Fund or its portfolio companies to utilize AI in the manner it has to date, and may have an adverse impact on the ability of the Adviser, a Fund or its portfolio companies to continue to operate as intended.

AI and its current and potential future applications, including in the private investment and financial sectors, and related legal and regulatory frameworks, continue to evolve rapidly. It is not possible to predict the full extent of current or future risks related thereto.

#### *Future Investment Techniques and Instruments*

The Funds may employ new investment techniques or invest in new instruments that the Adviser believes will help achieve a Fund's investment objectives, whether or not such investment techniques or instruments are specifically described herein. Such investments may entail risks not described herein. New investment techniques or instruments may not be thoroughly tested in the market before being employed and may have operational or theoretical shortcomings which could result in unsuccessful investments and, ultimately, losses to the Funds. In addition, any new investment technique or instrument developed by the Funds may be more speculative than earlier investment techniques or instruments and may involve material and unanticipated risks that could increase the risk of an investment in the Funds.

#### *Investment in Junior Securities*

The securities in which the Funds will invest may be among the most junior in a Fund's portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect a Fund's portfolio investment once made.

#### *Permits, Approvals and Licenses*

A license, approval or permit may be required to acquire certain investments and their direct or indirect holding companies, or registration may be required before an acquisition can be completed. Examples of permits, approvals and licenses necessary to make an investment include antitrust approvals, environmental licenses, prudential licenses and/or approvals, foreign investment approvals and registrations, and other similar matters. The Funds may require some or all of these licenses, approvals and permits to acquire an asset, and counterparties may also require some or all of these licenses, approvals and permits to acquire assets from the Funds. There can be no guarantee of when and if such a license, approval or permit will be obtained or if the registration will be effected, which may adversely affect the Funds' ability to acquire and sell assets.

#### *Venture Capital Investments*

Certain Funds will make venture capital investments. Venture capital investments are expected to have a very high degree of risk. Typically, venture capital backed portfolio companies may be in a conceptual or early stage of development, have limited or no operating histories, unproven technologies and products, untested management and unknown future capital requirements. Such portfolio companies often face intense competition, especially from established companies with greater financial and technical resources, more marketing and service capabilities and greater numbers of qualified personnel.

Venture capital backed portfolio companies often require several rounds of venture capital infusions before such portfolio companies reach maturity. Any shortfall in additional financing may have a significant negative impact on both the portfolio company involved and the face value of the applicable Funds' original investment. The need for additional financing is more likely in

venture capital investments as such investments are more likely to be operating at a loss or have significant fluctuations in operating results than investments in more mature companies. There is no assurance that such financing will be available on terms beneficial to the applicable Funds.

In many cases, it is expected that venture capital investments will be long-term in nature and may require many years from the date of the applicable Funds' initial venture capital investment before disposition. Further, the applicable Funds may be prohibited by contract or legal or regulatory reasons from selling certain venture capital investments for a period of time (e.g., due to limitations on sale arising from contractual lockups, obligations to receive consent to transfer interests or rights of first offer), and as a result may not be permitted to sell investments at a time it might otherwise desire to do so. The above limitations on liquidity of the applicable Funds' venture capital investments could prevent a successful sale thereof, result in delay of any sale or reduce the amount of proceeds that might otherwise be realized.

#### *Investments in Smaller or Less Established Companies*

Certain Funds invest all or a substantial portion of their assets in the securities of smaller or less established companies. Portfolio investments in such smaller or less established companies involve greater risks than generally are associated with investments in larger or more established companies. To the extent there is any public market for the securities held by a Fund, such securities may be subject to more abrupt and erratic market price movements than those of larger, more established companies. Smaller or less established companies tend to have lower capitalizations and fewer resources and, therefore, often are more vulnerable to financial failure. Such companies also may have shorter operating histories on which to judge future performance and in many cases, if operating, will have negative cash flow. In addition, less mature companies could be more susceptible to irregular accounting or other fraudulent practices. In the event of fraud by any company in which a Fund invests, such Fund may suffer a partial or total loss of capital invested in that company. There can be no assurance that any such losses will be offset by gains (if any) realized on such Fund's other portfolio investments.

#### *Highly Competitive Market for Investments*

The business of identifying, negotiating, acquiring, monitoring, managing, and selling investments that fall within a Fund's investment objective is highly competitive, involves a high degree of uncertainty and will be subject to market conditions. The Funds expect to encounter competition from other persons or entities with similar investment objectives. The Funds may be unable to find a sufficient number of attractive investments to meet their investment objectives. There can, therefore, be no assurance that investments of the Funds will meet all the investment objectives of the Funds, or that the Funds will be able to invest all of their available capital. Certain types of investments may not be available to the Funds on terms that are as attractive as the terms on which opportunities are or were available to other Funds. Potential competitors include, but are not limited to, strategic industry acquirers, other investment partnerships and corporations, business development companies, SPACs and other financial investors, including hedge funds, investing directly or through affiliates. Further, over the past several years, an increasing number of venture capital funds, private equity funds and hedge funds have been or are being formed (and many such existing funds have grown in size). Additional funds with similar investment objectives are likely to be formed in the future by other unrelated parties. Some of these competitors may have more

relevant experience, greater financial resources, stronger relationships with founders and management teams, a greater willingness to take on risk, and/or more personnel than the Adviser. It is possible that competition for appropriate investment opportunities may increase, which may also require the Funds to participate in auctions, the outcome of which cannot be guaranteed, thus reducing the number of investment opportunities available to the Funds and/or adversely affecting the terms upon which investments can be made. Participating in auctions will also increase the pressure on the Funds with respect to pricing of a transaction. For example, given the increasingly competitive environment, the Adviser has found it more difficult to obtain buyer-favorable terms in a transaction, such as receiving an indemnification by the seller for a breach of representations or warranties, the ability to terminate a transaction if financing sources become unavailable or unwilling to fund, or the ability to terminate the transaction if there has been a material adverse change in the company's business prior to closing of the investment. In addition, the Adviser has found competitors for investment opportunities are willing to offer seller-favorable terms in a transaction, such as providing a "reverse break-up fee" and fund level guarantees. In the event a financing-related closing condition is not available to the Funds or if the Funds are required to provide a reverse break-up fee or guarantee in connection with a potential investment, the Funds may become obligated to consummate a transaction on less favorable terms or may be required to fund the reverse break-up or similar fee in connection with a potential investment that is not made. There can be no assurance that the Funds will be able to identify or consummate investments satisfying their investment criteria or that if such investments are made, that such investments will be realized upon at favorable valuations or that the objectives of the Funds will be achieved. There can be no assurance that the Funds will be able to locate, complete and exit investments that satisfy the Funds' rate of return objectives, or realize upon their values, or that it will be able to invest all of its available capital. To the extent that the Funds encounter competition for investments, returns to limited partners may decrease.

In addition, the Adviser's investment strategies in certain cases may depend on its ability to enter into satisfactory relationships with joint venture partners or Operating Partners. There can be no assurance that the Adviser's current relationship with any such joint venture partner or Operating Partner will continue (whether on currently applicable terms or otherwise) with respect to the Funds or that any relationship with other such persons will be able to be established in the future as desired and on terms favorable to the Funds.

### *Financial Market Fluctuations*

General fluctuations in the market prices of securities and other assets and in interest rates may adversely affect the value of the portfolio investments held by the Funds. Instability and volatility in the securities markets and in interest rates may also increase the risks inherent in the Funds' portfolio investments, as, among other things, portfolio companies may need to refinance their outstanding debt as it matures. The ability of portfolio companies to refinance debt securities depends on their ability to sell new securities or loans in the high yield debt or bank financing markets, which historically have been cyclical with regard to the availability of financing. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate securities) and directly (especially in the case of instruments whose rates are adjustable). In general, rising interest rates will negatively impact the price of a fixed rate debt instrument and falling interest rates will have a positive effect on price. Adjustable rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree depending, however,



on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors.

### *Market Dislocation*

Adverse events in the U.S. fixed income markets could cause significant dislocations, illiquidity, and volatility in the U.S. structured credit, leveraged loan and high-yield bond markets, the effects of which could spill over into the wider global financial markets. A prolonged disruption prevents the Funds from advantageously realizing on or disposing of its investments. To the extent that such marketplace events occur, this is likely to have an adverse impact on the availability of credit to the Funds, and the assets, businesses and entities in which it invests and the terms on which such credit is available, and could lead to an overall weakening of the U.S. and global economies. A sustained downturn in the U.S. or global economy (or any regional economy or any particular segment thereof) could adversely affect the profitability and financial resources of a portfolio company and its ability to make principal and interest payments on, or refinance, outstanding debt when due. Any of the foregoing events could result in substantial or total losses to the Funds in respect of certain investments, which losses will likely be exacerbated by the presence of leverage in the capital structure of entities or businesses in which the Funds invest and may also cause a decrease in the availability of financing, an increase in the interest cost and more stringent ratios, tests and requirements on the part of lenders to portfolio companies, which may impair the Funds' ability to consummate certain transactions or cause the Funds to enter into such transactions on less attractive terms. Such marketplace events may also restrict the ability of the Funds to sell or liquidate investments at favorable times or favorable prices, and the value of the Funds' investments may not appreciate as projected or may suffer a loss.

### *Foreign Investment Controls*

Foreign investment in securities of companies in certain of the countries in which the Funds may invest is restricted or controlled to varying degrees. Some of the securities may be subject to brokerage taxes levied by governments, which has the effect of increasing the cost of such investment and reducing the realized gain or increasing the realized loss on such securities at the time of sale. These restrictions or controls have in the past and may in the future at times limit or preclude foreign investment above certain ownership levels or in certain sectors of the country's economy and increase the costs and expenses of a Fund. While regulation of foreign investment has liberalized in many countries in recent years, there can be no assurance that more restrictive regulations will not be adopted in the future. Moreover, while the Adviser believes its investment structures will not subject a Fund's portfolio investments to the most prohibitive of foreign investment and repatriation restrictions, there can be no assurances that authorities will agree that such investment structures do not trigger such restrictions, or that the law will not change such that additional governmental approvals are required, a Fund's portfolio investments are restricted or prohibited or repatriation of proceeds are taxed, restricted or otherwise prohibited. Some countries require governmental approval for the repatriation of investment income, capital or the proceeds of sales by foreign investors and foreign currency. For example, some governments have in the past, and may in the future, impose controls and/or procedural requirements on the convertibility of their currencies into foreign currencies and the remittance of currency from such countries to other jurisdictions in certain circumstances (including controls based on the category of remittance to be made, e.g., current account items such as payments to suppliers for imports, labor or services

and payments of interest on foreign exchange loans and capital account-related payments, such as the repayment of bank loans denominated in foreign currencies or direct investment). Accordingly, deteriorations in a country's balance of payments or a number of other circumstances, could cause governments to impose temporary restrictions on capital remittances abroad. A Fund could be adversely affected by delays in, or a refusal to grant, any required governmental approval for repatriation of capital interests and dividends paid on securities or other assets held by a Fund, and income on such securities or other assets or gains from the disposition of such securities or other assets may be subject to withholding taxes imposed by certain jurisdictions.

### *Legal Framework and Corporate Governance*

Because the integrity and independence of the judicial systems in some of the countries in which the Funds invest varies, the Funds may have difficulty in successfully pursuing claims in the courts of such countries. For example, it is more difficult to enforce contracts in some countries, especially against governmental entities, which could materially and adversely affect revenues and earnings of the Funds or a Fund's portfolio companies. If counterparties repudiate contracts or default on their obligations, there may not be adequate remedies available. Furthermore, to the extent that the Funds or a Fund's portfolio company obtains a judgment in a country with a strong judiciary but is required to seek its enforcement in the courts of a country with a weaker judiciary, there can be no assurance that the Funds or a Fund's portfolio company will be able to enforce the judgment. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries.

Certain markets do not have well-developed shareholder rights, which could adversely affect a Fund's minority investments. In these markets, there is often less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision which is in place may be subject to manipulation or control. Legislation to safeguard the rights of private ownership may not exist in certain areas. In certain cases, the laws and regulations governing investments in financial instruments may not exist or may be subject to inconsistent or arbitrary interpretation.

### *Public Health Risk*

Certain countries have been susceptible to epidemics and pandemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu and most recently, the novel coronavirus. The outbreak of an infectious disease or any other serious public health concern, together with any resulting restrictions on travel or quarantines imposed, has proven to have a negative impact on the economy, and business activity in any of the countries in which the Funds may invest, and thereby adversely affect the performance of the Funds' portfolio investments.

### *Political Activities*

A portfolio company may, in the ordinary course of its business, make political contributions to elected officials, candidates for elected office or political organizations, hire lobbyists or engage in other permissible political activities in U.S. and/or non U.S. jurisdictions with the intent of furthering its business interests or otherwise. Portfolio companies are not considered affiliates of

the Adviser, and therefore such activities may be undertaken by a portfolio company without the knowledge or direction of the Adviser. The interests advanced by one portfolio company may, in certain circumstances, not align with the interests of other portfolio companies, the Funds and/or the limited partners. The costs of such activities may be allocated to or ultimately borne by the Funds and, while the costs of such activities will typically be borne by the portfolio company undertaking such activities, such activities may also directly or indirectly benefit other portfolio companies, other Funds, their portfolio companies and/or the Adviser. There can be no assurance that any such activities will be successful in advancing the interests of a portfolio company or otherwise benefit such portfolio company or the Funds. Such activities may bring negative publicity to a portfolio company and/or the Funds, which could have an adverse impact on such portfolio company, the Funds and/or the limited partners.

### *Economic, Political and Social Risks*

Certain countries have in the past, and may in the future, experience religious, political and social instability that could adversely affect the Funds. Such instability could result from, among other things, popular unrest associated with demands for improved political, economic or social conditions or government policies. Governments of many countries have exercised and continue to exercise substantial influence over many aspects of the private sector, and certain industries may be subject to significant government regulation. Additionally, exchange control regulations, expropriation, confiscatory taxation or the imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale or disposition proceeds, nationalization, restrictions on foreign capital inflows, repatriation of investment income or capital, renunciation of foreign debt, political, economic or social instability, or other economic or political developments could adversely affect the assets of the Funds. Additionally, the availability of attractive investment opportunities for the Fund is expected to depend in part on governments in certain countries maintaining, or continuing to liberalize, their policies regarding foreign investment and, in some cases, to further encourage private sector initiatives. In addition, countries may be in the initial stages of their industrial development and have a lower per capita gross national product or a low income economy as compared to the more developed economies. Markets for investments in such countries are not as developed and may be less liquid than markets in more developed countries. Portfolio investments in companies domiciled in emerging market countries may be subject to potentially higher risks as compared to the average among investments in more developed countries. Additionally, a Fund may be less influential than other market participants in jurisdictions where it or the Adviser does not have a significant presence.

### *Inflation*

The U.S. and other developed economies are experiencing higher than normal inflation rates. It remains uncertain whether substantial inflation in the U.S. and other developed economies will be sustained over an extended period of time or have a significant effect on the U.S. or other economies. Inflation and rapid fluctuations in inflation rates have recently, and may continue to have, negative effects on the economies and financial markets (including securities markets) of various countries, including those with emerging economies. For example, if a portfolio company is unable to increase its revenue in times of higher inflation, its profitability may be adversely affected, including, without limitation, significant increase to such portfolio company's operating cost. Portfolio companies may have revenues linked to some extent to inflation, including, without

limitation, by government regulations and contractual arrangement. As inflation rises, a portfolio company may earn more revenue but incur higher expenses. As inflation declines, a portfolio company may not be able to reduce expenses commensurate with any resulting reduction in revenue. Furthermore, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. In an attempt to stabilize inflation, certain countries have imposed wage and price controls at times and certain central banks have raised interest rates. Governmental efforts to curb inflation often have negative effects on the level of economic activity. Some countries have historically experienced substantial rates of inflation. Inflation and rapid fluctuations in inflation rates have had, and may continue to have, negative effects on the economies and securities markets of certain emerging economies. Past governmental efforts to curb inflation have also involved more drastic economic measures that have had a materially adverse effect on the level of economic activity in the countries where such measures were employed, and similar governmental efforts could be taken in the future to curb inflation and could have similar effects. Certain countries, including the U.S., have recently seen increased levels of inflation and there can be no assurance that inflation will not become a more serious problem in the future and have an adverse impact on a Fund's returns.

#### *Technology Sector Disruptions*

During the first half of 2022, the technology sector in both the private and public markets experienced a significant disruption and decline, including as a result of recent volatility in the global financial markets and political systems of certain countries, significant inflation rates in the U.S. and other developed economies and increases in interest rates by the Federal Reserve System and other central banks due to concerns about inflation. Such disruption and decline in the technology sector may continue for an extended period of time and presents material uncertainty and risk with respect to the Funds and the performance of their portfolio investments or operations and to the ability of the Funds to achieve their investment objectives.

#### *Market Disruption, Health Crises, Terrorism and Geopolitical Risk*

A Fund is subject to the risk that war, terrorism, global health crises or similar pandemics, and other related geopolitical events may lead to increased short-term market volatility and have adverse long-term effects on world economies and markets generally, as well as adverse effects on issuers of securities and the value of a Fund's investments. War, terrorism and related geopolitical events, as well as global health crises and similar pandemics have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events as well as other changes in world economic, political and health conditions also could adversely affect individual issuers or related groups of issuers, securities markets, interest rates, credit ratings, inflation, investor sentiment and other factors affecting the value of a Fund's investments. At such times, a Fund's exposure to a number of other risks described elsewhere in this section can increase.

#### *Hedging Policies/Risks*

In connection with the acquisition, holding, financing, refinancing or disposition of certain portfolio investments, the Funds may employ hedging techniques designed to reduce the risks of adverse movements in interest rates, securities prices or currency exchange or to otherwise

improve the investment returns of the Funds. The costs of such hedging techniques will be borne by the Funds. While such transactions may reduce certain risks, such transactions themselves entail certain other risks. Thus, while the Funds may benefit from the use of these hedging mechanisms, unanticipated changes in interest rates, securities prices or currency exchange rates may result in a poorer overall performance for the Funds than if they had not entered into such hedging transactions. Further, such hedging transactions could result in diminished returns (or increased losses on capital) to the extent overall returns are less than the Funds' costs or losses associated with such hedging transactions.

### *Non-U.S. Investments*

The Funds invest a portion of their aggregate commitments outside of the U.S. In addition, the Funds may invest in companies that are organized, headquartered or principally operated in the United States that have material subsidiaries or operations in, material sales to or other material exposure to foreign countries. Portfolio investments in and/or other material exposure to foreign countries involve certain risk factors not typically associated with investing in U.S. securities or instruments, including risks relating to: (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various foreign currencies in which the Fund's foreign investments are denominated, and costs associated with conversion of investment principal and income from one currency into another; (ii) exposure to fluctuations in interest rates payable with respect to the instruments in which the Funds invest; (iii) differences between the U.S. and foreign investment markets, including potentially greater price fluctuations and market volatility and also relative lack of liquidity of some foreign markets; (iv) different accounting, auditing and financial reporting standards, practices and disclosure requirements compared to those applicable to U.S. companies; (v) varying levels of government supervision and regulation; (vi) higher rates of inflation; (vii) differences in the legal and regulatory environment or enhanced legal and regulatory compliance; (viii) controls on, and changes in controls on, non-U.S. investment and limitations on repatriation of invested capital and on the Funds' ability to exchange local currencies for U.S. dollars; (ix) certain economic, social, and political risks, including potential exchange control regulations and restrictions on foreign investment and repatriation of capital, political hostility to investments by foreign or private equity investors, the risks of political, economic or social instability, including the risk of sovereign defaults, and the possibility of expropriation or confiscatory taxation; (x) the possible imposition of foreign taxes on income and gains recognized with respect to such investments securities, including as a result of the loss of tax treaty benefits that were expected at the time of investment; (xi) less developed corporate laws regarding creditors' rights (including the rights of secured parties), fiduciary duties and the protection of investors; (xii) differences in conventions relating to documentation, settlement, corporate actions, stakeholder rights and other matters; and (xiii) less publicly available information. Additionally, the legal systems of some non-U.S. countries lack transparency or could limit the protections available to foreign investors, and the Funds' investments may be subject to nationalization and confiscation without fair compensation. Furthermore, political and social instability in the countries in which a Fund invests could adversely affect a Fund's investments in such countries. Such instability could result from, among other things, popular unrest associated with demands for improved political, economic and social conditions, religious conflict and popular unrest in opposition to government policies that facilitate direct foreign investment. Governments of certain of these countries have exercised and continue to exercise substantial influence over many aspects of the private sector. In addition, in some countries there is greater acceptance than in the United

States of government involvement in commercial activities and corruption. The Funds generally do not intend to obtain political risk insurance. Accordingly, government actions in the future could have a significant effect on economic conditions in such countries, which could affect private sector companies and the return from investments. Exchange control regulations, expropriation, confiscatory taxation, nationalization, restrictions on repatriation of capital, renunciation of foreign debt, political, economic or social instability, or other economic or political developments could adversely affect the assets of a Fund held in a particular country.

Accounting, auditing, financial and other reporting standards, practices and disclosure requirements in certain of the countries in which a Fund may invest are not equivalent to those in the United States and certain Western European countries and may differ in fundamental ways. Accordingly, information available to the Funds, including both general economic and commercial information and information concerning specific enterprises or assets, may be less reliable and less detailed than information available in more economically sophisticated countries and less information may be available to investors. In addition, in certain instances, a Fund may not have access to all available information to determine fully the origination, credit appraisal and underwriting practices utilized with respect to the investments or the manner in which the investments have been operated. As a result, a Fund's due diligence activities may provide less information than due diligence reviews conducted in more developed countries. The lower standards of due diligence in certain countries will increase the risk related to the portfolio investments in these countries. While the Funds will endeavor to conduct appropriate due diligence in connection with each portfolio investment, no guarantee can be given that they will obtain the information or assurances that an investor in a more sophisticated economy would obtain before proceeding with a portfolio investment.

### *Convertible Securities*

The Funds are expected to invest in convertible securities, which are bonds, debentures, notes, preferred stock or other securities that may be converted into or exchanged for a specified amount of common stock of the same or a different issuer within a particular period of time at a specified price or formula. A convertible security entitles the holder to receive interest that is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. The ability of a portfolio company to pay a dividend is limited to the extent that the portfolio company does not have sufficient legally available funds for distribution. Convertible securities have unique investment characteristics in that they generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities, (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed income characteristics and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases. The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is largely determined by the market price of the underlying common stock. If the conversion value is low

relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed income security. Generally, the amount of the premium decreases as the convertible security approaches maturity. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Funds is called for redemption, the Funds will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on a Fund's ability to achieve its investment objective.

### *Warrants*

The Funds have in the past and may in the future receive or invest in warrants or rights. Warrants and rights generally give the holder the right to receive, upon exercise, a security of the issuer at a stated price. Risks associated with the use of warrants and rights are generally similar to risks associated with the use of options. Unlike most options, however, warrants and rights are issued in specific amounts, and warrants generally have longer terms than options. Warrants and rights are not likely to be as liquid as exchange traded options backed by a recognized clearing agency. In addition, the terms of warrants or rights may limit the Funds' abilities to exercise the warrants or rights at such time, or in such quantities, as the Funds would otherwise wish.

### *Debt Securities*

While the Funds invest primarily in equity securities, from time to time they invest in debt securities of existing or new portfolio companies in instances where the Adviser believes it would be beneficial for the Funds to do so. Debt securities are subject to creditor risks, including the possible invalidation of an investment transaction as a "fraudulent conveyance" under relevant creditors' rights laws and so-called lender liability claims by the issuer of the obligations. Further, the laws with respect to creditors and other investors in non-U.S. jurisdictions may not be as comprehensive or as well developed as in the United States, and the procedures for the judicial or other enforcement of such rights may not be as effective as in the United States. Additionally, adverse credit events with respect to any portfolio company, such as missed or delayed payment of interest and/or principal, bankruptcy, receivership or distressed exchange, can significantly diminish the value of the Funds' investment in any such company. The Funds' investments are sometimes subject to early redemption features, refinancing options, pre-payment options or similar provisions which, in each case, could result in the issuer's repaying the principal on an obligation held by the Funds earlier than expected. In addition, depending on fluctuations of the equity markets, warrants and other equity securities may become worthless. Accordingly, there can be no assurance that the Funds' rate of return objectives will be realized. Any secured debt is secured only to the extent of its lien and only to the extent of underlying assets or incremental proceeds on already secured assets. Moreover, underlying assets are subject to credit, liquidity and interest rate risk. Although the amount and characteristics of underlying assets selected as collateral may allow the Funds to withstand certain assumed deficiencies in payments occasioned by an issuer's default, if any deficiencies exceed such assumed levels or if underlying assets are

sold it is possible that the proceeds of such sale or disposition will not be equal to the amount of principal and interest owing to the Funds in respect to its investment. Any subordinated investments of the Funds will be subordinated to the senior obligations of an issuer. In addition, many of the remedies available to subordinated holders are available only after satisfaction of claims of senior creditors. Any such subordinated investments are often characterized by greater credit risks than those associated with the senior obligations of the same issuer. Adverse changes in the financial condition of an issuer or in general economic conditions (or both) may impair the ability of such issuer to make payments on the subordinated securities and result in defaults on and declines in the value of such securities more quickly than in the case of the senior obligations of such issuer.

### *Risks Relating to Due Diligence of and Conduct at Portfolio Companies*

Before making investments, the Adviser will typically conduct due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. Due diligence may entail evaluation of important and complex business, financial, compliance, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants, investment banks and other third parties may be involved in the due diligence process to varying degrees depending on the type of investment. Such involvement of third-party advisors or consultants may present risks primarily relating to the Adviser's reduced control of the functions that are outsourced. When conducting due diligence and making an assessment regarding an investment, the Adviser will rely on the resources available to it, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that the Adviser carries out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment's being successful.

There can be no assurance that attempts to provide downside protection with respect to investments will achieve their desired effects and potential investors should regard an investment in a Fund as being speculative and having a high degree of risk. There can be no assurance that a Fund will be able to detect or prevent irregular accounting, employee misconduct or other fraudulent practices during the due diligence phase or during its efforts to monitor the investment on an ongoing basis. Conduct occurring at a Fund's portfolio companies, even activities that occurred prior to a Fund's investment therein, could have a material adverse impact on such a Fund. In the event of fraud by any portfolio company or any of its affiliates, a Fund may suffer a partial or total loss of capital invested in that portfolio company. An additional concern is the possibility of material misrepresentation or omission on the part of the portfolio company or the seller. Such inaccuracy or incompleteness may adversely affect the value of such Fund's securities and/or instruments in such portfolio company. The Funds will rely upon the accuracy and completeness of representations made by portfolio companies and/or their former owners in the due diligence process to the extent reasonable when it makes its investments, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to a Fund may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.



### *Investments with Third Parties; Syndication of Co-Investment Opportunities*

The Funds will co-invest with third parties (including through partnerships, joint ventures or other entities), thereby acquiring non-controlling interests in certain portfolio companies. The Funds will not have control over these companies and, therefore, may have a limited ability to protect their position therein. Such portfolio investments may involve risks not present in portfolio investments where a third party is not involved, including the possibility that a third party partner or co-investor may have financial difficulties resulting in a negative impact on such portfolio investment, may have economic or business interests or goals that are inconsistent with those of the Funds, or may be in a position to take action contrary to the Funds' investment objectives. In addition, the Funds may in certain circumstances be liable for the actions of its third party partners or co-investors. Furthermore, if a co-investor defaults on its funding obligations, the Funds may be required to make up the shortfall. Investments made with third parties through consortiums of private equity investors, partnerships, joint ventures or other similar arrangements may involve incentive compensation and/or other fees payable to such third party partners or co-investor. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to such investments, including incentive compensation arrangements.

In addition, the Funds may make and pursue investments and bear costs as Fund expenses in connection therewith with the expectation of offering a portion of its interests therein as a co-investment opportunity to limited partners and/or other third parties. In the event that the Funds are not successful in transferring such co-investment, in whole or in part, the Funds may consequently hold a greater concentration and have more exposure in the related investment than initially was intended, which could make the Fund more susceptible to fluctuations in value resulting from adverse economic and/or business conditions with respect thereto.

### *Limited Information*

In general, the Funds' public investments will be made based on information available to the public at large. By comparison, privately negotiated transactions, the type of transactions pursued by most private equity funds, are usually completed based upon information gathered through contact with and access to the counterparty's records, facilities and personnel. Therefore, this disparate amount of information may negatively affect the Funds' certainty of achieving a particular outcome in connection with its investments.

### *Special Purpose Acquisition Companies*

A Fund may invest in units of, shares of, warrants to purchase stock of, and other interests in special purpose acquisition companies or similar special purpose entities that pool funds to seek potential acquisition opportunities (collectively, "SPACs"). SPACs and similar entities have no operating history or ongoing business other than seeking to complete a business combination with one or more companies, and as a result, the value of each of their securities is particularly dependent on the ability of the entity's management to identify and complete a successful business combination. Capital raised through the initial public offering of securities of a SPAC is typically placed into a trust account until the target company is acquired or a pre-determined period of time elapses.

In the event that a SPAC is unable to identify and acquire a target company by the deadline (and the deadline is not otherwise extended), the SPAC will be required to liquidate its assets, which may result in losses due to the expenses and liabilities of the SPAC.

Investors in a SPAC are subject to the risk that, among other things, (i) such SPAC may not be able to identify or successfully complete an initial business combination (“IBC”) by the deadline or any extension thereof and may be required to liquidate and return any remaining proceeds in the trust account to stockholders; (ii) assets in the trust may be subject to third-party claims against such SPAC, which may reduce the per share liquidation price received by the investors in the SPAC; (iii) such SPAC may be exempt from the rules promulgated by the SEC to protect investors in “blank check” companies, such as Rule 419 promulgated under the Securities Act, so that investors in such SPAC may not be afforded the benefits or protections of those rules; (iv) such SPAC may only be able to complete one IBC, which may cause it to be solely dependent on a single business; (v) the value of any target company may decrease following the IBC for any number of reasons; (vi) the value of the proceeds held in the trust account may decline; (vii) a Fund may agree to forfeit its redemption rights or may be delayed in receiving any such redemption proceeds; (viii) the inability to redeem due to the failure to hold the securities in the SPAC on the record date; (ix) if the SPAC is unable to consummate an IBC, public stockholders will be forced to wait until the deadline before liquidating distributions are made; (x) warrants or other rights with respect to the SPAC held by a Fund may expire worthless or may be repurchased or retired by the SPAC at an unfavorable price; (xi) an investment in a SPAC may be diluted in connection with the IBC or by additional financings; (xii) stockholders may lose the principal value of their investment if they do not redeem their investment in the SPAC prior to the effective time of the IBC; (xiii) the value of investments in SPACs may be highly volatile and may depreciate significantly over time; (xiv) no or only a thinly traded market for shares of or interests in a SPAC may develop, leaving a Fund unable to sell its interest in the SPAC or to sell its interest only at a price below what such Fund believes is the SPAC’s interest intrinsic value; (xv) such SPAC’s due diligence may not uncover all material risks and uncertainties associated with a particular target business; and (xvi) a SPAC may be considered an investment company in certain circumstances. In addition, most SPACs are illiquid and have a concentrated stockholder base that tends to be composed of hedge funds (at least at inception).

In addition, a Fund may invest in the at-risk capital of a SPAC in the form of direct or indirect interests in such SPAC’s founder shares and private placement warrants or loans to a SPAC to finance working capital needs. An investment in the at-risk capital of a SPAC is subject to complete loss if the SPAC does not complete an IBC and a Fund may be liable for additional obligations of the sponsor entity beyond its initial investment in the at-risk capital. Investments in a SPAC sponsor consist of securities issued on a private placement basis, which are subject to legal and contractual lock-ups and transfer restrictions and are illiquid. In connection with an IBC, a SPAC sponsor may agree to forfeitures, earn outs, additional lock ups, or other agreements that may have the effect of reducing the value of any such investments.

Any SPAC in which a Fund directly or indirectly invests will be a newly formed company with no operating results that may not commence formal operations until obtaining funding through an initial public offering. As a result of the lack of an operating history, the Adviser will have no basis upon which to evaluate such SPAC’s ability to achieve its business objective of completing an

IBC with one or more target businesses. Some SPACs may pursue acquisitions only within certain industries or regions, and may encounter substantial competition for attractive targets.

On February 24, 2024, the SEC published its rules to regulate initial public offerings (“IPOs”) by SPACs and subsequent business combination transactions between SPACs and target companies (de-SPAC transactions). The new rules, among other things: impose new disclosure requirements on SPAC IPOs and de-SPAC business combinations regarding the sponsor of the SPAC, potential conflicts of interest and dilution of shareholder interests; deem a target company as co-registrant on any Securities Act registration statement (and thus sharing liability for any material misstatements or omissions that such registration statement contains) filed by a SPAC in connection with a de-SPAC transaction; and provide that any direct or indirect business combination between a reporting shell company (such as a SPAC) and an entity that is not a shell company (such as a SPAC target company) is deemed to involve an offer, offer to sell, offer for sale or sale of securities to the SPAC’s shareholders and, accordingly such transaction will require Securities Act registration unless an exemption from registration is available.

The new rules create additional regulatory requirements to SPAC IPOs and de-SPAC transactions and may result in further retrenchment of SPACs as an alternative to the traditional IPO.

To the extent that a SPAC completes an IBC, it may be affected by numerous risks inherent in the business operations of the acquired company or companies. There is no guarantee that the SPAC’s board will properly assess the value of the company, and thus there is no guarantee that the price the SPAC pays in connection with its IBC will be fair. For these and additional reasons, investments in SPACs are speculative and involve a high degree of risk.

At the time a Fund invests directly or indirectly in a SPAC, it will typically not be provided with an opportunity to evaluate the specific merits or risks of any IBC and the SPAC’s board may in certain circumstances complete an IBC without seeking stockholder approval. As a result, if the SPAC does not seek stockholder approval of an IBC, a Fund’s only opportunity to affect the investment decision regarding a potential IBC may be limited to exercising its redemption rights in connection with the IBC. Other public stockholders may opt to redeem their shares in the SPAC, which may result in a Fund directly or indirectly providing additional capital and thereby increasing its exposure to such transaction.

A Fund may also invest in equity or debt financing, or other financing arrangements, undertaken by a SPAC in connection with the IBC. Investors in these financing transactions typically are required to commit capital at the time a proposed business combination is announced, or otherwise provide near-term liquidity to a SPAC, and such investments are subject to significant diminution in value if the trading prices of the publicly traded equity of the SPAC diminishes following closing of the business combination transaction or if the terms of such financing prove to be unfavorable. Any securities issued in such financing transactions likely will be unregistered and may be subject to additional contractual limitations on disposition.

A SPAC may seek to enter into an IBC agreement with a target company that requires as a closing condition that the SPAC have a minimum net worth or a certain amount of cash. If too many public stockholders exercise their redemption rights, the SPAC may not be able to meet such closing condition and, as a result, would not be able to complete the IBC. Prospective targets will be aware of these risks, which may make a IBC with the SPAC less attractive.

### *Non-Controlling or Minority Investments*

The Funds will often hold minority positions in portfolio companies with proportional board representation and, therefore, have a limited ability to control various strategic decisions. While as a condition to an investment in a portfolio company, certain rights generally will be sought to protect the Funds' interests to the extent possible, these rights, when available, are generally in the nature of a veto versus the right to cause desired outcomes. There can be no assurance that the Funds will be able to obtain any such veto or similar rights. As a result, the Funds may not be able to cause a portfolio company to take actions which it believes would maximize the value of its investment or refrain from taking actions which it believes will impair the value of its investment. In such cases, the Funds will typically be significantly reliant on the existing management, board of directors and other equity holders of such portfolio companies, who may not be affiliated with the Funds and whose interests may conflict with the interests of the Funds.

### *General Economic and Market Conditions*

The venture capital and private equity industry generally and the success of a Fund's investment activities will be affected by general economic and market conditions, as well as by changes in laws, currency exchange controls, and national and international political, environmental and socioeconomic circumstances. The Funds' portfolio companies and/or prospective portfolio companies may be sensitive to general downward swings in the overall economy or in their specific industries or geographies. Factors affecting economic conditions, including, for example, inflation rates, currency devaluation, exchange rate fluctuations, industry conditions, competition, technological developments, domestic and worldwide political, military and diplomatic events and trends and innumerable other factors, none of which will be in the control of the Funds, can substantially and adversely affect the business and prospects of the Funds. A recession or adverse developments in the securities market would be expected to have an adverse impact on some or all of the portfolio investments. A Fund may be adversely affected to the extent that it seeks to dispose of any of its portfolio investments into an illiquid or volatile market, and a Fund may find itself unable to dispose of a portfolio investment at a price that the Adviser believes reflects the investment's fair value. Any slowdown or downturn in the U.S. or global economy (or any particular segment thereof) or adverse development in prevailing market trends could adversely affect a Fund's profitability, impede the ability of its portfolio companies to perform under or refinance their existing obligations, and impair a Fund's ability to effectively exit its portfolio investment on favorable terms. Any of the foregoing events could result in substantial or total losses to a Fund in respect of certain portfolio investments, which losses will likely be exacerbated or accelerated by the presence of leverage in a portfolio company's capital structure.

Moreover, to the extent that marketplace events such as the deterioration of the global credit markets in the aftermath of the global financial crisis of 2008-2009 were to occur in the future, they may have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and global economies. Such an economic downturn could adversely affect the financial resources of corporate borrowers in which the Funds have invested and result in the inability of such borrowers to make principal and interest payments on outstanding debt when due. In the event of such defaults, the Funds may suffer a partial or total loss of capital invested in such companies, which could, in turn, have an adverse effect on the Funds' returns. Such marketplace events also may restrict the ability of the Funds to sell or liquidate investments

at favorable times or for favorable prices and may negatively impact potential buyers of the Fund's portfolio investments. Additionally, the Funds may be required to pay break-up, termination or other fees or expenses even if the Funds are willing to close on an investment if they are ultimately unable to close on such investment due to a lender's unwillingness to provide previously committed financing. In addition, a downturn in the performance of the public equity markets may limit the ability to exit portfolio investments through initial public offerings, subsequent follow-on offerings and/or block trades.

Recent volatility in the global financial markets and political systems of certain countries may have adverse spill-over effects into the global financial markets generally and U.S. markets in particular. Moreover, a recession, slowdown and/or sustained downturn in the global economies (or any particular segment thereof) or weakening of credit markets could adversely affect the Funds' profitability, impede the ability of the Funds' portfolio companies to perform under or refinance their existing obligations and impair the Funds' ability to effectively exit portfolio investments on favorable terms. Any of the foregoing events could result in substantial or total losses to the Funds in respect of certain portfolio investments, which losses will likely be exacerbated by the presence of leverage in a particular portfolio company's capital structure.

#### *Control Position Risk*

A Fund may own a significant portion of the securities of its portfolio companies, including ownership positions which represent a majority of a portfolio company's voting securities. These investments likely entitle a Fund to elect substantially all of a portfolio company's directors and exert significant influence over a portfolio company's business, operations, affairs and transactions. These capabilities could lead a Fund to be viewed as controlling a portfolio company or being considered a controlling stockholder or affiliate, and as a result, could (i) expose the assets of such Fund to claims, lawsuits or investigations by such company, its security holders, creditors, government or regulatory authorities or other persons or (ii) impose additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability in which the limited liability generally characteristic of business operations may be ignored. In the event any such claims are successful, a Fund may be held liable for any damages that are awarded or be required to fund any settlement with such parties. Even if such claims, lawsuits or investigations prove to be without merit, a Fund may be required to expend significant resources defending itself and its affiliates. In addition, a Fund's reputation and goodwill may be harmed if it is considered a controlling stockholder of a portfolio company that is subject to negative publicity.

#### *Reliance on Portfolio Company Management Teams*

Each portfolio company's day-to-day operations will be the responsibility of such company's management team. Although the Adviser will be responsible for monitoring the performance of each investment and the Funds seek to invest in companies operated by strong management, there can be no assurance that the existing management team, or any successor, will be able to operate the portfolio company successfully. The success of many of the Funds' portfolio companies is heavily dependent on the management of such companies. There can be no assurance that the management of a portfolio company on the date an investment is made will continue to be affiliated with the company throughout the period the investment is held. In addition, the Adviser will

generally establish the capital structure of companies in which the Funds invest on the basis of financial projections for such companies. Projected operating results will normally be based primarily on the judgment of the management of the portfolio company. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections were developed. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from the projections. Changes in general economic conditions, which are not predictable, can have a material adverse impact on the reliability of projections.

### *Role of Investment Professionals*

The success of the Funds will depend in part upon the skill and expertise of the Adviser's investment professionals. The interests of such investment professionals in the Adviser should tend to discourage them from withdrawing from participation in the Funds' investment activities. Should one or more of these individuals become incapacitated or in some other way cease to participate in the Funds, their performance could be adversely affected. However, there can be no assurance that such professionals will continue to be associated with the Adviser or its affiliates throughout the life of the Fund. Additionally, not all present or former Adviser investment professionals and/or other personnel who are, or were, involved in the affairs of one or more of the other Funds will be involved in the affairs of the Funds, or will be involved to the same extent as any such individual was with respect to any one or more of the other Funds. The Adviser's ability to achieve the investment objectives of the Funds depends to a substantial degree on the Adviser's ability to retain and motivate its investment professionals and other key personnel, and to recruit talented new personnel. The Adviser's ability to recruit, retain and motivate its investment professionals is dependent on its ability to offer highly attractive incentive compensation. Congress has considered legislation that would subject carried interest and gain on the sale of investment services partnership interests to higher rates of U.S. federal income tax than under current law, and U.S. President Joe Biden expressed his support for such legislation. Enactment of any such legislation or other reform to the rules governing the taxation of carried interest could cause the Adviser's investment professionals to incur a material increase in their tax liability with respect to their entitlement to carried interest. This might make it more difficult for the Adviser to incentivize, attract and retain such investment professionals, which may have an adverse effect on the Adviser's ability to achieve the investment objectives of the Funds.

Separately, there is ever-increasing competition among venture capital and private equity firms, financial institutions, investment managers and other industry participants for hiring and retaining qualified investment advisory professionals and operating professionals, and there can be no assurance that such personnel will not be solicited by and join competitors or other firms and/or that the Adviser will be able to hire and retain any new personnel that it seeks to maintain or add to its roster of professionals.

### *Climate Change*

The Funds may acquire investments that are located in, or have operations in, areas that are subject to climate change. Any investments located in coastal regions may be affected by any future increases in sea levels or in the frequency or severity of hurricanes and tropical storms, whether such increases are caused by global climate changes or other factors. There may be significant

physical effects of climate change that have the potential to have a material effect on the Funds' business and operations. Physical impacts of climate change may include but are not limited to: increased storm intensity and severity of weather (e.g., floods or hurricanes); sea level rise; fires; and extreme and changing temperatures. As a result of these impacts from climate-related events, the Funds may be vulnerable to the following: risks of property damage to the Funds' investments; indirect financial and operational impacts from disruptions to the operations of the Funds' investments from severe weather; increased insurance premiums and deductibles or a decrease in the availability of coverage for investments in areas subject to severe weather; decreased net migration to areas in which investments are located, resulting in lower than expected demand for both investments and the products and services of the Funds' investments; increased insurance claims and liabilities; increase in energy costs impacting operational returns; changes in the availability or quality of water, food or other natural resources on which the Funds' investments depend; decreased consumer demand for consumer products or services resulting from physical changes associated with climate change (e.g., warmer temperature or decreasing shoreline could reduce demand for residential and commercial properties previously viewed as desirable); incorrect long-term valuation of an equity investment due to changing conditions not previously anticipated at the time of the investment; and economic distributions arising from the foregoing.

#### *Possibility of Fraud and Other Misconduct of Employees and Service Providers*

Misconduct by employees of the Adviser, service providers to the Adviser or the Funds and/or their respective affiliates could cause significant losses to such Funds. Misconduct may include entering into transactions without authorization, the failure to comply with operational and risk procedures, including due diligence procedures, misrepresentations as to investments being considered by such Funds, the improper use or disclosure of confidential or material non-public information, which could result in litigation, regulatory enforcement or serious financial harm, including limiting the business prospects or future marketing activities of such Funds and noncompliance with applicable laws or regulations and the concealing of any of the foregoing. Such activities may result in reputational damage, litigation, business disruption and/or financial losses to such Funds. The Adviser has controls and procedures through which they seek to minimize the risk of such misconduct occurring. However, no assurances can be given that the Adviser will be able to identify or prevent such misconduct.

#### *Investment Availability and Strategy*

The success of the Funds' investment activities depends on the Adviser's ability to identify investment opportunities. Identification and exploitation of investment opportunities to be pursued by the Funds involves a high degree of uncertainty. A reduction in the volatility and pricing inefficiency of the markets in which the Funds seek to invest or systematic or structural changes in the equity or credit markets generally, may reduce or increase the scope of the Funds' investment opportunities. No assurance can be given that the Adviser will be able to locate suitable investment opportunities in which to deploy the Funds' capital.

#### *Risks in Effecting Operating Improvements*

In some cases, the success of the Funds' investment strategy will depend, in part, on the ability of the Funds to restructure and effect improvements in the operations of a portfolio company. The

activity of identifying and implementing operating improvements at portfolio companies is difficult and entails a high degree of uncertainty. There can be no assurance that the Funds will be able to successfully identify and implement such improvements or that such improvements, if made, will result in improved financial performance.

### *Investments in Public Companies*

The Funds make investments in the securities of portfolio companies that have gone public and in the securities of other publicly traded companies. Such public company securities may be thinly traded, relatively illiquid or may cease to be publicly traded after the Funds invest. The Funds may be involved in private investments in public equity (“PIPEs”). PIPE transactions may involve the sale of equity-like securities of an already public company. In a PIPE transaction, the Funds may bear the price risk from the time of pricing until the time of closing. In addition, the Funds may have to commit to purchase a specified number of shares at a fixed price, with the closing conditioned upon, among other things, the SEC preparedness to declare effective a resale registration statement covering the resale, from time to time, of the shares sold in the private financing. In addition, since the Funds may take large ownership positions as part of PIPE transactions, even after the securities are saleable, it may take a significant period of time for them to be sold or distributed in an orderly manner during which time profit could have otherwise been realized or loss avoided, and in some cases the Funds may be prohibited by securities laws or by contract from selling such public company securities for a period of time. In addition, the Funds’ sales of thinly traded securities could depress the market value of such securities. These circumstances or events could reduce the Funds’ returns. Disposition of the Funds’ public company investments may result in distributions in kind to the Funds’ limited partners. If the market price of the distributed securities declines rapidly after such distribution, limited partners may not be able to realize the full value of the securities at the time of distribution. General fluctuations in the market prices of securities may affect the value of the investments held by the Funds. Instability in the securities markets may also increase the risks inherent in the Funds’ investments.

### *Speculative Nature of Investments in Distressed Debt*

The Funds may invest in distressed debt securities and instruments. Portfolio investments in distressed debt securities and instruments are inherently speculative and are subject to a high degree of risk. Companies experiencing financial distress are often those operating at a loss or with substantial variations in operating results from period to period. Companies experiencing financial distress may be involved in insolvency proceedings and have the need for substantial additional capital to support continued operations or to improve their financial condition and may have very high amounts of leverage. Distressed companies may have further inability to service their debt obligations during an economic downturn or periods of rising interest rates, may not have access to more traditional methods of financing and may be unable to repay debt by refinancing.

The value of distressed debt securities and instruments tends to be more volatile and may have an increased price sensitivity to changing interest rates and adverse economic and business developments than other securities and instruments. Distressed debt securities and instruments are often more sensitive to company specific developments and changes in economic conditions than



other securities and instruments. Furthermore, distressed debt securities and instruments are often unsecured and may be subordinated to senior debt.

### *Cryptocurrencies*

While the Funds will not make investments in any Cryptocurrency (as defined below) for speculative purposes without advisory committee consent, the Funds may invest in a person or entity that (i) holds Cryptocurrencies, (ii) uses Cryptocurrencies as a currency in which business is transacted, (iii) utilizes blockchain technology to further part of its operations or (iv) acts as an investment adviser, investment manager or in a similar capacity to investment vehicles or clients that make such investments, which represent a speculative investment and involve a high degree of risk. The Funds may also invest in a person or entity that provides software or other products or services to persons or entities described in clauses (i) - (iv) in the preceding sentence. “Cryptocurrency” means an unregulated digital representation of money, which is neither issued by a central bank or a public authority, nor necessarily attached to a fiat currency, but is used and accepted among the members of a specific virtual community as a means of payment that can be transferred, stored or traded electronically. As relatively new products and technologies, Cryptocurrencies have not been widely adopted as a means of payment for goods and services by major retail and commercial outlets. Conversely, a significant portion of the demand for Cryptocurrencies is generated by speculators and investors seeking to profit from the short or long term holding of Cryptocurrencies. Many Cryptocurrencies will derive their speculative values from the perceived usefulness of the blockchain networks they are attached to as many are designed to be consumed in transactions that record data or provide access to certain functionality on these networks. The relative lack of acceptance of Cryptocurrencies beyond their own blockchain networks in the retail and commercial marketplace limits the ability of end users to pay for other goods and services with Cryptocurrencies. A lack of expansion by Cryptocurrencies or use of their underlying blockchain networks into retail and commercial markets, or a contraction of such use, may result in increased volatility and/or decrease in value. Several factors may affect the price of Cryptocurrencies, including, but not limited to: supply and demand, investors’ expectations with respect to the rate of inflation, interest rates, currency exchange rates or future regulatory measures (if any) that restrict the trading of Cryptocurrencies or the use of Cryptocurrencies as a form of payment. There is no assurance that Cryptocurrencies will maintain their long term value in terms of purchasing power in the future, or that acceptance of Cryptocurrency payments by mainstream retail merchants and commercial businesses will grow. A Cryptocurrency is usually an asset attached to a blockchain network secured by cryptographic authentication, and is created, issued, transmitted and stored according to protocols run by computers in a blockchain network. Some blockchain networks are further interdependent on other blockchain networks whose attached Cryptocurrencies may have limited to no interoperability but where changes to the protocols may adversely affect some or all interdependent blockchain networks. It is possible these protocols have undiscovered flaws which could result in the loss of some or all assets held by the Funds. There may also be network scale attacks against these protocols which result in the loss of some or all of assets held by the Funds. Some assets held by the Funds may be created, issued or transmitted using experimental cryptography which could have underlying flaws. The Funds make no guarantees about the reliability of the cryptography used to create, issue or transmit assets held by the Funds. It may be illegal, now or in the future, to own, hold, sell or use Cryptocurrencies in one or more countries, including the United States. Although currently some uses of Cryptocurrencies, and the operations of the underlying

blockchain networks, may not be regulated or may be lightly regulated in most countries, including the United States, one or more countries may take further regulatory action in the future to severely restrict the right to acquire, own, hold, sell or use Cryptocurrencies or to exchange Cryptocurrencies for fiat currency.

### *Bridge Financings*

From time to time, the Funds may lend to portfolio companies on a short-term, unsecured basis or otherwise invest on an interim basis in portfolio companies in anticipation of a future issuance of equity or long-term debt instruments or other refinancing or syndication, where and as permitted under the Funds' Governing Documents. Such bridge loans would typically be convertible into a more permanent, long-term instrument; however, for reasons not always in the Funds' control, such long-term instrument issuance or other refinancing or syndication would not occur and such bridge loans and interim investments would remain outstanding. In such event, the interest rate on such loans or the terms of such interim investments may not adequately reflect the risk associated with the position taken by the Funds, and such situations may result in a greater concentration to a particular company and sector than anticipated.

### *Preferred Financing*

In addition to secured financing arrangements, the Funds may employ preferred financing arrangements with respect to some or all of their investments. In such arrangements, a third party typically provides cash liquidity in exchange for the right to receive a return of such amount plus a preferred return thereon prior to the return of any additional proceeds to a Fund. Subject to the express terms of the Funds' Governing Documents, such arrangements could be employed to provide for additional capital for new or follow-on investments by the Funds. These arrangements could result in a Fund's receiving a lower overall return of distributions than it would otherwise have received if, for example, an investment were held for a long period of time, resulting in a compounding preferred return in favor of the third-party preferred financing provider, or where the proceeds of the financing were reinvested in investments that do not perform as well as the original investments that were subject to the financing arrangement. Such preferred financing arrangements or margin loans will not be treated as borrowings incurred by a Fund for purposes of determining such Fund's compliance with the limitations on borrowings set forth in its Governing Documents.

### *Expedited Transactions*

Investment analyses and decisions by the Adviser may be undertaken on an expedited basis in order for the Funds to take advantage of available investment opportunities. In such cases, the information available to the Adviser at the time of an investment decision may be limited and the Adviser may not have access to the detailed information necessary for a full evaluation of the investment opportunity. In addition, the Adviser may rely upon independent consultants or advisors in connection with the evaluation of proposed investments. There can be no assurance that these consultants or advisors will accurately evaluate such investments.

### *Need for Follow-On Investments*

Following its initial investment in a given Fund's portfolio company, such Fund or a different Fund may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a portfolio company. There is no assurance that such Fund will make follow-on investments or that the Fund will have sufficient funds to make all or any of such investments. Some or all of a follow-on investment opportunity may, in certain circumstances, be allocated to a different Fund. Any decision by a Fund not to make follow-on investments or its inability to make such investments may have a substantial negative effect on a portfolio company in need of such an investment, may result in a lost opportunity for a Fund to increase its participation in a successful operation, may result in such Fund's investment in the relevant portfolio company becoming diluted and, in circumstances where the follow-on investment is offered at a discount to market value, may result in a loss of value for such Fund.

### *Availability of Investment Capital for Additional Financings*

Certain Funds' portfolio companies may require additional rounds of capital infusions before such portfolio companies reach maturity. If an investor in such a portfolio company does not have funds available to participate in subsequent rounds of financing, that failure to participate may have a significant negative impact on such portfolio company as well as the value of the investor's original investment. The Funds and their co-investors may not provide all necessary capital for a follow-on portfolio investment in the portfolio company. Accordingly, third-party sources of financing may be required. There is no assurance that such additional sources of financing will be available, or, if available, will be on terms beneficial to the Funds. Furthermore, the Funds' capital is limited and may not be adequate to protect the Fund from dilution in multiple rounds of portfolio company financing.

If a Fund's investment period is cancelled earlier than anticipated pursuant to the terms of the Governing Documents of such Fund, there is a risk that the capital available for investment will be materially diminished and potentially affect such Fund's ability to consummate investment opportunities. Moreover, it is possible that the Fund may be terminated and dissolved prematurely, and as a result, may not be able to accomplish its objectives and may be required to dispose of its investments at a disadvantageous time.

### *Securities Lending*

The Funds may lend their securities. While the securities lending agreements generally will require that the loans be secured by collateral on a current basis equal in value to at least the market value of the loaned securities, the Funds are nonetheless exposed to credit risks to the extent that any counterparty to such lending arrangement defaults on its obligations to return the borrowed securities. The Funds will generally not be entitled to exercise securityholder rights with respect to any securities that they lend.

*Material Non-Public Information, Services on the Boards of Directors, and Securities Laws Restrictions; Increased Risk of Claims*

By reason of their responsibilities in connection with their other activities, the Adviser (or its employees or affiliates) may acquire confidential or material non-public information or otherwise be restricted from initiating transactions in certain securities. The Funds will not be free to act upon any such information. Due to these restrictions, the Funds may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

An officer, employee or other representative of the Adviser may serve as a director of a Fund's public portfolio companies. As a result, such Fund (through its representatives or otherwise) may receive or be deemed to receive information that would restrict its ability to cause such Fund to buy or sell securities of a company for substantial periods of time when profit could otherwise be realized or loss avoided, which may adversely affect the ability of such Fund to buy or sell securities. In addition, the ability of the Funds to execute trades in securities of these companies may also be restricted by securities laws, including but not limited to Section 16 of the Exchange Act and Rule 144 promulgated under the Securities Act, as a result of the board participation or extent of ownership of the Funds and affiliated persons. In addition, board participation may subject the Adviser and the Funds to claims they would not otherwise be subject to as an investor, including claims of breach of fiduciary duty, securities claims and other director-related claims. In general, the Funds will indemnify the Adviser for such claims.

*Counterparty Risk; Recent Developments in the Banking Sector*

A Fund is exposed to the risk that third parties that may owe such Fund or the portfolio companies money, securities or other assets will not perform their obligations. These parties include trading counterparties, clearing agents, exchanges, clearing houses, custodians, prime brokers, administrators, banks and other financial intermediaries. These parties may default on their obligations to the Funds or the portfolio companies due to bankruptcy, lack of liquidity, operational failure or other reasons. This risk may arise, for example, from entering into credit facilities, revolving credit lines or swap or other derivative contracts under which counterparties have long-term obligations to make payments to the Funds or the portfolio companies, or executing securities, futures, currency or commodity trades that fail to settle at the required time due to non-delivery by the counterparty or systems failure by clearing agents, exchanges, clearing houses or other financial intermediaries. Also, any practice of re-hypothecation of securities of the Funds or the portfolio companies held by counterparties could result in the loss of such securities upon the bankruptcy, insolvency or failure of such counterparties.

Furthermore, the distress, impairment or failure of one or more banking institutions with whom the Funds, their portfolio companies, the general partner and/or the Adviser transact may inhibit the ability of the Funds or their portfolio companies to access depository accounts or lines of credit at all or in a timely manner. In such cases, the Funds may be forced to delay or forgo investments or to call capital when it is not desirable to do so, resulting in lower performance for the Funds. In the event of such a failure of a banking institution where a Fund or one or more of its portfolio companies holds depository accounts, access to such accounts could be restricted and U.S. Federal Deposit Insurance Corporation ("FDIC") protection may not be available for balances in excess of

amounts insured by the FDIC (and similar considerations may apply to banking institutions in other jurisdictions not subject to FDIC protection). In such instances, the Funds and their affected portfolio companies may not recover such excess, uninsured amounts and, instead, would only have an unsecured claim against the banking institution and participate pro rata with other unsecured creditors in the residual value of the banking institution's assets. The loss of amounts maintained with a banking institution or the inability to access such amounts for a period of time, even if ultimately recovered, could be materially adverse to the Funds or their portfolio companies. One or more investors or a Fund's general partner could also be similarly affected and unable to fund capital calls, further delaying or deferring new investments. In addition, a Fund's general partner may not be able to identify all potential solvency or stress concerns with respect to a banking institution or to transfer assets from one bank to another in a timely manner in the event a banking institution comes under stress or fails.

Actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. For example, recent events in the U.S. and European banking sectors have caused uncertainty for financial services companies and fear of instability in the global financial system generally. Depositors and other customers of smaller and/or regional banks have experienced, and may continue to experience, significant challenges and uncertainty regarding access to banking products and services, including with respect to the availability of such customers' deposits, lines of credit and other accounts and banking relationships. In addition, certain financial institutions, in particular smaller and/or regional banks or other financial institutions, have experienced volatile stock prices and significant losses in their equity values, and there is concern that depositors at these institutions have withdrawn, or will withdraw in the future, significant sums from their deposit accounts. The recent developments may also have other implications for broader economic and monetary policy, including interest rate policy. For the foregoing reasons, there can be no assurances that conditions in the global financial markets will not worsen and/or adversely affect the Funds or one or more of their portfolio investments or their overall performance.

#### *Systems and Operational Risks*

The Funds will depend on the Adviser to develop and implement appropriate systems for a Fund's activities. Certain of the Funds and the Management Company's activities will be dependent upon systems operated by third parties, and the Adviser may not be in a position to adequately verify the risks or reliability of such third-party systems. Disruption to third party critical service providers, such as a Fund's auditors, third-party administrator, external counsel, or custodian, may result in other disruptions in that Fund's operations. Power or communications outages, extreme weather events, acts of god, acts of terrorism and/or war, pandemics, cyberattacks, information technology equipment malfunctions, operational errors, and inaccuracies within software or data processing systems may also disrupt business operations of a Fund, the Adviser, a portfolio company or their service providers or impact critical data. Disruptions in a Fund's operations may cause such Fund to suffer, among other things, financial loss, the disruption of their businesses, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing

failures or disruptions could have a material adverse effect on a Fund and the limited partners' investments therein.

*Cybersecurity Breaches, Identity Theft, Denial of Service Attacks, Ransomware Attacks and Social Engineering Attempts*

Cybersecurity incidents, cyber-attacks, denial of service attacks, ransomware attacks, brute force attacks and social engineering attempts (including business email compromise attacks) have been occurring globally at more frequent and severe levels and will likely continue to increase in frequency in the future (including as a consequence of the COVID-19 pandemic and the increased frequency of virtual working arrangements). There have been a number of recent highly publicized cases involving the dissemination, theft and destruction of corporate information or other assets, as a result of a failure to follow procedures by employees or contractors or as a result of actions by a variety of third parties, including nation state actors and terrorist or criminal organizations. The Adviser, the Funds, the portfolio companies, their service providers and other market participants depend on complex and often interconnected information technology and communications systems to conduct business functions, and their operations rely on the secure access to, and processing, storage and transmission of confidential and other information, including investor information, in their systems and those of their respective third-party service providers. These information, technology and communications systems are subject to a number of different threats and other risks that could adversely affect the Adviser, the Funds, the limited partners and the portfolio companies. For example, the information and technology systems of the Adviser, the Funds, their portfolio Companies and other related parties, such as service providers, may be vulnerable to damage, substantial disruption or loss of availability of data that could prevent the Funds and Adviser from executing its investment strategy or accessing an account, which could lead to financial losses, from cybersecurity breaches, computer viruses or other malicious code, ransomware or other attacks, network failures, computer and digital infrastructure failures, infiltration by unauthorized persons and other security breaches or usage errors by their respective professionals or service providers, power outages or catastrophic events such as fires, tornadoes, floods, hurricanes, earthquakes, wars and terrorist attacks. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of the Adviser's, the Funds', the portfolio companies' or their respective service providers' systems to disclose sensitive information in order to gain access to the Adviser's, the Funds' or the portfolio companies' data or that of the limited partners or to transfer funds to unauthorized third parties. There also have been several publicized cases where hackers have requested ransom payments in exchange for not disclosing client or customer information or restoring access to digital infrastructure (and any information contained therein), pipelines and other infrastructure assets. The U.S. federal government has issued public warnings that indicate that such infrastructure assets might be specific targets of "cyber sabotage" events, which illustrates the particularly heightened risk for the Funds and their portfolio companies from such events. Additionally, the Adviser or the Funds may be prohibited from making a ransom payment due to regulatory obligations including OFAC and other applicable sanctions programs, and there is also no guarantee that a ransom payment would prevent dissemination or destruction of confidential information.

If unauthorized parties gain access to any information and technology systems of the Adviser, the Funds, portfolio companies or certain service providers, they may be able to steal, publish, delete

or modify private and sensitive information, including nonpublic personal information related to limited partners (and their beneficial owners) and material nonpublic information. Although the Adviser has implemented, and portfolio companies and service providers may implement, various measures to manage risks relating to these types of events, such systems could prove to be inadequate and, if compromised, could become inoperable for extended periods of time, cease to function properly or fail to adequately secure private information. There have also been several publicized cases of ransomware where hackers have requested ransom payments in exchange for not disclosing client or customer information or restoring access to information technology or communications systems. The Adviser does not control the cybersecurity plans and systems put in place by third-party service providers, and such third party service providers may have limited indemnification obligations to the Adviser, the Funds and their portfolio companies, each of which could be negatively impacted as a result. Breaches such as those involving covertly introduced malware, impersonation of authorized users and industrial or other espionage may not be identified even with sophisticated prevention and detection systems, potentially resulting in further harm and preventing them from being addressed appropriately. The failure of these systems or of disaster recovery plans for any reason could cause significant interruptions in the Adviser's, its affiliates', the Funds' and a portfolio company's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to limited partners (and their beneficial owners), material non-public information and the intellectual property and trade secrets and other sensitive information in the possession of the Adviser and portfolio companies. The Adviser, the Funds or a portfolio company could be required to make a significant investment to remedy the effects of any such failures, harm to their reputations, legal claims that they and their respective affiliates may be subjected to, regulatory action or enforcement arising out of applicable privacy and other laws, increased insurance premiums or inability to obtain coverage, adverse publicity, other events that may affect their business and financial performance.

### *Data Protection*

The Adviser, the Funds and their respective affiliates and/or service providers and, in due course, certain of their portfolio companies may each receive, store, process and use personal data, including through the use of third-party processors and cloud-based and other service providers. Legal requirements relating to the collection, storage, handling and transfer of personal data continue to develop in different countries. Certain activities of the Adviser, the Funds, their respective affiliates and/or portfolio companies may, for example, be subject to the General Data Protection Regulation 2016/679 (the "GDPR") of the European Union (the "EU"), the United Kingdom Data Protection Act 2018 (as amended) and the "UK GDPR" as defined in the Data Protection Act 2018, as amended by the Data Protection, Privacy and Electronic Communications (Amendments etc.) (EU Exit) Regulations 2019 (SI 2019/419) ("UK GDPR"), the California Consumer Privacy Act, as amended by the California Privacy Rights Act, as amended ("CCPA") or the Cayman Islands Data Protection Act (as revised) (the "DPA") (together with other applicable laws, the "Privacy and Data Protection Laws"). While the Adviser, the Funds and their respective affiliates intend to comply with their privacy and data protection obligations under the Privacy and Data Protection Laws (where applicable), they may not be able to accurately anticipate the ways in which regulators and the courts will apply or interpret such law. Further, because applicable Privacy and Data Protection Laws are constantly changing and there are new laws being implemented in different jurisdictions regularly, it is difficult for the Adviser and the Funds to

understand all laws applicable to them at any given time. A breach of Privacy and Data Protection Laws could result in negative publicity and may subject the Funds to significant costs associated with litigation, settlements, regulatory sanctions, civil liability for claims in damages from data subjects or third parties and other fines or penalties. Data protection legislation also gives strong enforcement powers to local supervisory authorities, including the power to impose significant fines for non-compliance. Under some Privacy and Data Protection Laws, under certain circumstances it is an offense to not notify the appropriate regulator of a security breach of personal data, or to not notify the data subjects affected by the breach. Data subjects also have a right to compensation for financial or non-financial losses (e.g., distress). Compliance with Privacy and Data Protection Laws requires implementing effective policies and procedures that reflect the applicable law and maintaining an ongoing and active monitoring program. The resources required for day-to-day operations and for dealing with exceptional circumstances may divert the Adviser's time and effort from other activities relating to the management of the Funds and entail substantial expense.

Data protection laws, including the GDPR, UK GDPR, the DPA and other similar laws may impose stringent operational requirements and onerous accountability obligations for controllers and processors of personal data, including, for example, requiring formal records of processing, expanded disclosures inter alia about how, why and by whom personal data is to be used, limitations on retention of personal data, limitations on the international transfer of personal data, implementation of appropriate technical and organizational security measures to protect personal data, mandatory data breach notification requirements with strict timelines and higher standards for data controllers to demonstrate that they have obtained valid consent or have another relevant legal basis in place to justify their data processing activities. These laws also include data subject rights, such as the rights to access personal data about them and the right to have such data deleted. These rights are not absolute; however, they will require that organizations subject to the relevant laws have in place the necessary mechanisms to allow individuals to exercise them. Moreover, if organizations subject to the such data protection laws suffer a security breach impacting personal data, there may be obligations to notify government authorities or data subjects. Such obligations may directly or indirectly have an adverse impact on the Adviser or the Funds, and may divert the Adviser's or the Funds' time and effort and entail substantial expense.

New Data Privacy and Protection Laws could also cause costs of the Adviser, the Funds and their portfolio companies to increase and result in further administrative expenses as part of their compliance efforts, which is likely to reduce capital that can be deployed for making investments and/or operations. If the current trend in the development of such laws continues in other relevant jurisdictions, such costs may be exacerbated further as new or different compliance obligations arise. Similarly, if privacy or data protection laws are implemented, interpreted or applied in a manner inconsistent with the Adviser's or the Funds' expectations, that may result in business practices changing in a manner that adversely impacts the Adviser or the Funds. Further legislative evolution in the field of privacy is expected. For example, the current ePrivacy Directive will be repealed by the EU Commission's Regulation on Privacy and Electronic Communications (the "ePrivacy Regulation") which aims to reinforce trust and security in the digital market by updating the legal framework for protection of personal data in electronic communications, and is likely to apply on an extraterritorial basis. The ePrivacy Regulation is expected to enter into force within the next few years. It is also possible that UK data protection legislation will diverge from the GDPR in future: the UK has proposed amendments to the UK GDPR via the Data Protection



Digital Information (No.2) Bill which, if passed, will create greater divergence between EEA and UK requirements. This could create a dual regulatory compliance burden in circumstances where entities, which may include members of the Adviser's group and/or portfolio companies, are subject to both regimes. In addition, it is possible that a diverging UK regime may result in the EU re-evaluating the 'adequacy' of the UK data protection framework, which could result in additional compliance costs when sending data from the EEA to the UK. As of 28 June 2021, the EU Commission has adopted an adequacy decision for the UK under the GDPR, allowing personal data to flow freely from the EEA to the UK. However, this adequacy decision will expire on 27 June 2025, unless repealed or extended, and it is not yet clear whether the EU Commission will extend it. The EU is also currently implementing the EU AI Act, which will likely apply to certain artificial intelligence systems and the data used to train, test and deploy them. Other potentially relevant regulations (or upcoming regulations) include the NIS 2 Directive (EEA), the Digital Operational Resilience Act (EEA), the Data Act (EEA), the Data Governance Act (EEA), the draft Financial Data Access Regulation (EEA), the Digital Services Act (EEA) and the Online Safety Act (UK). Many US states have adopted, or are considering, comprehensive data protection laws as are numerous other jurisdictions globally. The costs of monitoring and responding to such data protection laws may be borne (whether directly or indirectly) by the Adviser and/or the Funds, and neither the Adviser nor the Funds can predict how such laws will be interpreted by regulators and the costs. This may result in the business practices of the Adviser, Funds or related entities changing in a manner which has an adverse effect on them.

The provisions of the GDPR, UK GDPR, DPA, CCPA and other existing or new private and data protection laws may also apply to the portfolio companies. On the basis that global data protection laws are constantly evolving, the portfolio companies may be continually subject to new laws, regulations or standards or new interpretations of existing laws, regulations or standards. These laws could affect the value of the portfolio companies if they incur additional costs and restrict business operations. Similar to the above, failure by the portfolio companies to comply with applicable requirements may result in governmental enforcement actions, litigation, (actual or contingent) fines and penalties or adverse publicity, which could have an adverse effect on their and the Funds' reputation and adversely affect the business and the value of the Funds' investments.

### *Force Majeure Risk*

Force majeure is the term generally used to refer to an event beyond the control of the party claiming that the event has occurred, including acts of God, fire, flood, weather, earthquakes, armed conflict, war, terrorism, pandemics and labor strikes. Some force majeure events may adversely affect a party's ability to perform its obligations, under a contract or otherwise, until it is able to remedy the force majeure event. In addition, the cost of repairing or replacing damaged assets could be considerable. Repeated or prolonged service interruptions may result in permanent loss of customers, substantial litigation or penalties for regulatory or contractual non-compliance. In some cases, project agreements can be terminated if the force majeure event is so catastrophic as to render it incapable of remedy within a reasonable, pre-agreed time period. Force majeure

events that are incapable of, or costly to, cure may also have a permanent adverse effect on the Funds or a portfolio company.

### *Use of Leverage and Borrowing*

Subject to certain limitations set forth in the Governing Documents of a Fund, if any, the Funds from time to time borrow funds or enter into other financing arrangements for various reasons, including to pay Fund expenses, to pay management fees, to make or facilitate new or follow-on investments, to make payments under hedging transactions, to cover withdrawals or distribution payments, to cover any shortfall resulting from a limited partner's default or exclusion or to fund capital contributions at the closing of an investment. If the Funds borrow in lieu of calling capital to fund the acquisition of an investment, the borrowing would be used for all limited partners in such Fund on a pro-rata basis, including the general partner. As a general matter, use of leverage in lieu of drawing down capital commitments amplifies returns (either negative or positive) to limited partners. In addition, fund facilities for the Funds may be made available to provide borrowed funds directly to portfolio companies, in which case such borrowed funds would be guaranteed by the Funds.

In addition to financing at the Fund level, the Funds may invest in portfolio companies that are significantly debt-financed by third parties. While investments in leveraged companies offer a greater opportunity for capital appreciation than investments in unleveraged companies, such investments also involve a higher degree of risk. As a result of the use of leverage, unfavorable market or economic conditions, operating problems and other general business and economic risks (as well as particular risks associated with investing in technology companies described above) may have a more pronounced effect on a company's profitability or survivability. Moreover, any rise in interest rates may significantly increase a portfolio company's interest expense, causing losses and/or the inability to service debt. In addition, cash flow from operations or investment that could otherwise be available to a leveraged portfolio company to fund growth may instead be diverted to repay or service such portfolio company's debt obligations. If a portfolio company cannot generate adequate cash flow to meet debt obligations, the Funds may suffer a partial or total loss of capital invested in such portfolio company. A portfolio company's obligations to its lenders will likely be senior to a Fund's investment in such portfolio company and may also be secured by the assets of such portfolio company. A Fund's junior status could result in a loss of investment by that Fund in liquidations or sale transactions. It may also be necessary from time to time for leveraged portfolio companies to seek refinancing or restructuring of their debt financing, and there can be no assurance that any needed refinancing or restructuring may be available on terms that are favorable to a Fund's investment in that portfolio company.

### *Fund Valuation*

Because of the illiquidity of certain assets that are held by the Funds, the liquidation values of the Funds' investments may differ significantly from the interim valuations of such investments made by the Adviser. Such differences may be further affected by the time frame within such liquidation

occurs. Third-party pricing information is often not available regarding certain of the Funds' investments.

### *Reliance on Valuation Information*

In order to value the assets and liabilities of the Funds, the Adviser may rely on information provided by outside parties, and such persons may provide inaccurate, incomplete, not current or otherwise unreliable information. The Funds intend to implement procedures that endeavor to safeguard against the use of inaccurate information. To the extent the information received by the Funds is inaccurate or unreliable, the valuation of the Funds' assets and liabilities may be inaccurate.

### *Compliance with the AIFM Directive*

The European Union Alternative Investment Fund Managers Directive (the "Directive"), as transposed into national law within the member states of the European Economic Area (the "EEA") and, where relevant, as transposed and retained into the national laws of the United Kingdom (the "UK") following the UK's exit from the EU (together, the "AIFMD"), imposes requirements on alternative investment fund managers ("AIFMs") that market alternative investment funds ("AIFs") to professional investors within the EEA or the UK and/or manage AIFs within the EEA or the UK (as applicable). In particular, if the Funds are marketed in the EEA or the UK, domestic laws implementing the Directive will require additional disclosure and reporting in relation to the Funds and their investments. Compliance with such domestic laws will involve additional costs, as well as restrictions on certain early distributions or reductions in capital in respect of EEA or UK portfolio companies (the so-called "asset stripping" rules), which will limit the use of certain investment and realization strategies (such as dividend recapitalization and reorganization). Such domestic laws do not apply to non-AIF/AIFM competitors not subject to the Directive and thereby potentially place the Funds at a disadvantage to such competitors if the Funds are marketed in the EEA or the UK. Applicable home state regulators will also charge initial and/or periodic registration fees for registering a Fund for marketing to professional investors within their jurisdictions. More generally, implementation of the Directive could expose the Funds, the general partners of the Funds and/or the Adviser to conflicting regulatory requirements in the United States and the EEA and UK.

In the future, it may be possible for non-EEA AIFMs to market an AIF within the EEA or the UK pursuant to a pan-European marketing "passport" instead of under national private placement regimes, provided that the AIFM complies with all relevant provisions of the Directive, including, among other things, rules relating to the remuneration of certain personnel, minimum regulatory capital requirements, restrictions on the use of leverage, additional disclosure and reporting requirements to both investors and EEA home state regulators, the independent valuation of an AIF's assets and the appointment of legal representatives and an independent depository to hold assets. Certain EEA Member States have indicated that they will cease to operate national private placement regimes when or shortly after the passport becomes available, which would mean that non-EEA and non-UK AIFMs to whom the passport is available would be required to comply with all relevant provisions of the Directive in order to market to professional investors in those jurisdictions. As a result, if in the future non-EEA and non-UK AIFMs may only market in certain EEA jurisdictions pursuant to a passport, the Adviser may not seek to market interests in the Funds

in those jurisdictions, which may lead to a reduction in the overall amount of capital invested in the Funds. Alternatively, if the Adviser sought to comply with the requirements needed to use the passport, this could have other adverse effects including, among other things, increasing the regulatory burden and costs of operating and managing the Funds and their investments, and potentially requiring changes to compensation structures for key personnel, thereby affecting the Adviser's ability to recruit and retain these personnel.

On February 26, 2024, the European Council unanimously adopted the text of a directive amending the AIFMD and Directive 2009/65/EC (the "AIFMD II"). The text of AIFMD II will need to be implemented by EU Member States within two years from its entry into force (i.e. twenty days after its publication in the EU's Official Journal) and will become applicable from that date (which is expected to be in the course of Q2 2026), subject to specific transition provisions for existing loan originating funds and for the new reporting requirements. The text of AIFMD II provides for a number of provisions that, when implemented could adversely affect the Funds' ability to achieve their investment objectives, as well as the ability of the Funds to conduct their operations within the EEA or the UK, including but not limited to: concentration limits, limits on lending to connected entities, cap on leverage and risk retention requirements for loan originated funds, and also mandated liquidity management mechanisms.

#### *Assumption of Contingent Liabilities*

In connection with an investment, a Fund may assume, or acquire a portfolio company subject to, contingent liabilities. These liabilities may be material and may include liabilities associated with pending litigation, regulatory investigations, environmental actions or payment of indebtedness, among other things. To the extent these liabilities are realized, they may materially adversely affect the value of a portfolio company. In addition, if a Fund has assumed or guaranteed these liabilities, the obligation would be payable from the assets of such Fund including the unfunded capital commitments of limited partners of such Fund.

#### *Contingent Liabilities upon Disposition*

In connection with the disposition of a portfolio investment or otherwise, a Fund may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business and may be responsible for the content of disclosure documents under applicable securities laws. A Fund may also be required to indemnify the purchasers of such portfolio investment or underwriters to the extent that any such representations or disclosure documents turn out to be inaccurate. These arrangements may result in contingent liabilities, which will be borne by such Fund and may require a recall of previously distributed capital.

#### *OFAC, FCPA and Similar Considerations*

Economic sanction laws in the United States and other jurisdictions may prohibit the Adviser, its affiliates and the Funds from transacting with or in certain countries and with certain individuals and entities. In the United States, the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") administers and enforces laws, Executive Orders and regulations establishing U.S. economic and trade sanctions. Such sanctions prohibit, among other things, transactions with,

and the provision of services to, certain foreign countries, territories, entities and individuals. These entities and individuals include specially designated nationals, specially designated narcotics traffickers and other parties subject to OFAC sanctions and embargo programs. The lists of OFAC prohibited countries, territories, persons and entities, including the List of Specially Designated Nationals and Blocked Persons, as such list is amended from time to time, can be found on the OFAC website at [www.treas.gov/ofac](http://www.treas.gov/ofac). In addition, certain programs administered by OFAC prohibit dealing with individuals or entities in certain countries and regions regardless of whether such individuals or entities appear on the lists maintained by OFAC. Similar sanction lists are maintained by the United Kingdom and Cayman Islands, including the consolidated list of financial sanctions targets, and the European Union, including the consolidated list of persons, groups and entities subject to EU financial sanctions. These types of sanctions may restrict the Funds' investment activities.

In some countries, there is a greater acceptance than in the United States of government involvement in commercial activities, and of corruption. The Adviser, its affiliates and the Funds are committed to complying with the U.S. Foreign Corrupt Practices Act of 1977, as amended ("FCPA"), the United Kingdom Bribery Act 2010 (the "Bribery Act"), the United Nations Convention Against Corruption (the "Convention") and other applicable anti-corruption laws and regulations, as well as applicable anti-boycott regulations. As a result, the Funds may be adversely affected because of their unwillingness to participate in transactions that violate or have the potential to violate such laws or regulations. Such laws and regulations may make it difficult in certain circumstances for the Funds to act successfully on investment opportunities and for investments to obtain or retain business.

In recent years, the U.S. Department of Justice and the SEC have devoted greater resources to enforcement of the FCPA. In addition, the United Kingdom and other foreign jurisdictions have significantly expanded the reach of their anti-bribery laws through the enactment of the Bribery Act. While the Adviser has developed and implemented policies and procedures designed to ensure compliance by the Adviser and its personnel with the FCPA, the Bribery Act, the Convention, and other applicable laws, such policies and procedures may not be effective in all instances in preventing violations. In addition, in spite of the Adviser's policies and procedures, affiliates of portfolio companies, particularly in cases where the Fund or another Adviser sponsored fund or vehicle does not control such portfolio company, may engage in activities that could result in FCPA, Bribery Act or Convention violations. Any determination that a related entity not controlled by the Adviser or the Funds, or the Adviser or a Fund themselves or their controlled entities, have violated the FCPA, the Bribery Act or other applicable anti-corruption laws or anti-bribery laws will likely subject the Adviser and/or the applicable Fund to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunctions on future conduct, securities litigation and a general loss of investor confidence, any one of which could adversely affect the Adviser's business prospects and/or financial position, as well as a Fund's ability to achieve its investment objective and/or conduct its operations.

#### *U.S. Federal Tax Reform*

On August 16, 2022, President Biden signed into law an Act commonly known as the "Inflation Reduction Act." Among other things, the Inflation Reduction Act imposes a minimum "book" tax on certain large corporations effective for taxable years beginning after December 31, 2022,

creates a new excise tax on stock repurchases made by certain publicly traded corporations after December 31, 2022 and extends limitations on the deduction of excess business losses through taxable years beginning before January 1, 2029. Outside of the Inflation Reduction Act, legislation has been proposed that includes, among other changes, significant modifications to international tax rules and further restrictions on the taxation of carried interest. It is unclear whether any legislation will be enacted into law or, if enacted, what form it would take, and it is also unclear whether there could be regulatory or administrative action that could affect U.S. tax rules. The impact of any potential tax changes on an investment in a Fund is uncertain. Prospective investors should consult their own tax advisors regarding potential changes in tax laws and the impact on their investments in a Fund and the impact on such Fund and any potential investments.

### *Recent Regulatory Developments for Private Funds and their Advisers*

In recent years, the SEC has proposed and adopted, and continues to adopt, various changes to the rules relating to private funds and their advisers.

On August 23, 2023, the SEC adopted previously proposed new rules and amendments to existing rules (collectively, the “Private Funds Rules”) under the Advisers Act specifically related to advisers of private funds.

The Private Funds Rules will impose new and substantial requirements on advisers and the funds they advise, including with respect to quarterly reporting, restricted activities, preferential treatment of investors, audit requirements, adviser-led secondaries and annual compliance reviews. The Private Funds Rules, in addition to any other new rules adopted by the SEC, are expected to significantly impact the business of the Adviser and its affiliates, a Fund and/or its investments. As a result of these new rules, the Adviser will under certain circumstances be restricted or refrain from providing information regarding a Fund in response to investor requests. The Adviser will be required to circulate to all investors the material terms of any preferential treatment agreed in connection with investments in a Fund (i.e., all side letter terms), without regard to any most favored nation provision. This may ultimately impact the Adviser’s decisions with respect to agreeing to certain preferential rights. The Private Funds Rules include certain audit requirements, which may require the Adviser to select a different auditor or obtain an additional audit, even if the Adviser does not believe it is in the best interest of a Fund or its investors to do so. Further, many provisions of the Private Funds Rules require the Adviser to make a variety of subjective determinations as to whether and how such rules apply to a Fund and the Adviser’s related obligations. The Adviser will face conflicts of interest in making such determinations, including, for example, with respect to whether certain fees and expenses may be charged to a Fund, whether certain provisions may have a material negative impact on certain investors and whether certain allocations are fair and equitable. The Adviser’s and a Fund’s compliance burdens and associated costs including, without limitation, insurance expenses, are also expected to increase. The Adviser also will be subject to increased risk of exposure to additional regulatory scrutiny, litigation, censure and penalties for noncompliance or perceived noncompliance as a result of the Private Funds Rules, and any noncompliance or perceived noncompliance with such rules may negatively impact a Fund’s reputation as well as its investment activities, thereby materially reducing returns to investors.

Several trade groups representing private fund managers have filed a legal challenge to the Private Funds Rules and other legal challenges to the Private Funds Rules may be forthcoming. Regardless of the outcome of these lawsuits, the implementation of these new rules is expected to create additional burdens for advisers to private funds.

In addition, in July 2023, the SEC proposed new predictive data analytics rules (the “Predictive Data Proposal”), which would require broker-dealers and registered investment advisers to identify certain covered technologies (defined to include any analytical, technological, or computational function, algorithm, model, correlation matrix, or similar method or process that optimizes for, predicts, guides, forecasts, or directs investment-related behaviors or outcomes, and not limited to “artificial intelligence”, algorithmic trading or machine learning processes) which present or may present conflicts of interest in direct or indirect interactions (including exercising investment discretion, managing investments, providing information or soliciting new investment) with investors (which for investment advisers, will include investors in pooled investment vehicles) and eliminate or neutralize (rather than just disclose) such conflicts. Advisers using covered technologies would be required to adopt policies and procedures reasonably designed to prevent violations of the proposed rule, detailing the processes for identifying and evaluating covered technologies and conflicts of interest and for eliminating or neutralizing the effect of such conflicts, and advisers would also be subject to associated annual review and recordkeeping requirements (such as, maintaining a record of all covered technologies used in investor interactions, including the date of first use and each date on which the technology is materially modified). If adopted, the proposed rule could expose the Adviser to additional regulatory uncertainty, liability and increased compliance and other costs related to procuring, utilizing and monitoring covered technologies used in direct or indirect interactions with investors (including the costs of onboarding service and technology providers). If adopted, the rule could also cause the Adviser to limit or discontinue its use of certain covered technologies (even in cases where such technologies may benefit the Funds or investors, including in connection with the Adviser’s management of investments in portfolio companies) in order to eliminate or neutralize conflicts associated therewith or to avoid the costs of complying with the rule with respect to such technologies, limit certain direct or indirect interactions with investors that involve the use of a covered technology, or otherwise alter how it integrates covered technologies into its investment management services and related processes, which could be detrimental to the Funds and limited partners, particularly given the proposed rule’s breadth.

In February 2023, the SEC proposed extensive amendments to the Advisers Act custody rule (the “Proposed Safeguarding Rule”), which would, if adopted as currently proposed, extend the existing custody rule’s requirements beyond cash and securities to any positions held in an advisory client’s accounts (including assets such as real estate, artwork and rights to music catalogs); require registered investment advisers to enter into new or amended written agreements with each qualified custodian (“QC”) used to maintain client assets and obtain written assurances from that QC related to, among other matters, indemnification of client losses and the QC’s standard of care; require that a QC maintains possession or control of client assets, whereby the QC is required to participate in and effectuate any change of beneficial ownership of the assets, except with respect to certain privately offered securities and physical assets that the adviser reasonably determines (and documents) cannot be maintained by a QC in a manner in which such QC can maintain possession or control of those assets. If adopted, the proposed amendments could expose the Adviser to additional regulatory liability, increase compliance and other costs related

to custodizing the Funds' assets (including costs of identifying and negotiating with new and existing QCs), limit the number of QCs available (or make it more costly for such QCs to operate, which might result in higher expenses to the Funds) and impose limitations or requirements on certain assets, which could result in the Adviser avoiding making certain types of investments on behalf of the Funds.

In May 2022, the SEC proposed amendments to rules and reporting forms to promote consistent, comparable and reliable information for investors concerning investment advisers' incorporation of ESG factors (the "ESG Proposed Rule"). The ESG Proposed Rule seeks to categorize certain types of ESG strategies broadly and require advisers both to provide census type data in Form ADV Part 1A and more specific disclosures in adviser brochures based on the ESG strategies they pursue.

The SEC has also recently proposed, and can be expected to propose, additional new rules and rule amendments under the Advisers Act in respect of additional Form PF reporting obligations (in addition to those recently adopted), cybersecurity risk governance, the outsourcing of certain functions to service providers and changes to Regulation S-P (together with the Proposed Safeguarding Rule and Predictive Data Proposal, the "Other Proposed Rules").

The ESG Proposed Rule, if adopted, may result in material alterations to how the Adviser operates its business and/or the Funds, as well as the Adviser's implementation of the Funds' investment strategy, and there can be no assurance that such alterations will not have a material adverse effect on the Adviser, the general partners of the Funds, the Funds, their investments and/or the limited partners. To the extent permitted under the Governing Documents, the incremental costs of compliance by the Adviser and/or the Funds with any new SEC rules may be borne by the Funds and such costs may be significant.

The Private Funds Rules, ESG Proposed Rule and Other Proposed Rules, to the extent adopted, are expected to result in material alterations to how the Adviser operates its business and/or the Funds, as well as the Adviser's implementation of the Funds' investment strategy, to significantly increase compliance burdens and associated costs (which, to the extent permitted under the Governing Documents and consistent with applicable law, including the Private Funds Rules (once they become effective), will be treated as partnership expenses) and to possibly restrict the ability of the Adviser to receive certain expense reimbursements or allocate certain expenses in certain circumstances. This regulatory complexity, in turn, may increase the need for broader insurance coverage by fund managers and increase such costs and expenses charged to the Funds and their investors, if permitted. Certain of the proposed rules may also increase the cost of entering into and maintaining relationships with service providers to the Adviser and the Funds and may limit the number of service providers and/or costs of engaging with service providers, in a manner detrimental to the Adviser or the Funds. In addition, these amendments could increase the risk of exposure of the Adviser and the Funds to additional regulatory scrutiny, litigation, censure and penalties for noncompliance or perceived noncompliance, which in turn would be expected to adversely (potentially materially) affect the Adviser's and the Funds' reputation and to negatively impact the Funds in conducting their business. There can be no assurance that the Private Funds Rules and any other new SEC rules and amendments will not have a material adverse effect on the Adviser, the general partners of the Funds, the Funds, their investments and/or the limited partners or that such rules or amendments will not materially reduce returns to limited partners.



### *Enhanced Scrutiny and Potential Regulation of the Private Investment Fund Industry*

A Fund's ability to achieve its investment objectives, as well as the ability of a Fund to conduct its operations, is based on laws and regulations which are subject to change through legislative, judicial or administrative action. Future legislative, judicial or administrative action could adversely affect a Fund's ability to achieve its investment objectives, as well as the ability of a Fund to conduct its operations.

There continues to be significant discussion regarding enhancing governmental scrutiny and/or increasing the regulation of the private equity industry. As a registered investment adviser under the Investment Advisers Act, the Adviser is required to comply with a variety of periodic reporting and compliance-related obligations under applicable federal and state securities laws. In light of the heightened regulatory environment in which the Adviser operates and the ever-increasing regulations applicable to private investment funds and their investment advisers, it has become increasingly expensive and time-consuming for the Adviser and its affiliates to comply with such regulatory reporting and compliance-related obligations. Any further increases in the regulations applicable to private investment funds generally or the Funds or the Adviser in particular may result in increased expenses associated with the Funds' activities and additional resources of the Adviser being devoted to such regulatory reporting and compliance-related obligations, which may reduce overall returns for investors in the Funds or have an adverse effect on the ability of the Funds to effectively achieve their investment objectives.

In addition, as private equity firms and other alternative asset managers become more influential participants in the U.S. and global financial markets and economy generally, the private equity industry has recently been subject to criticism by some politicians, regulators and market commentators. In Germany, for example, U.S. and UK private equity firms are perceived by some as being responsible for high levels of domestic unemployment. There have been similar concerns expressed in other European countries. Various federal, state and local agencies have been examining the role of placement agents, finders and other similar private equity service providers in the context of investments by public pension plans and other similar entities, including investigations and requests for information. As a related matter, the Adviser may be required to provide certain information regarding some of the investors in the Funds to regulatory agencies and bodies in order to comply with applicable laws and regulations, including the FCPA and other applicable AML laws. Furthermore, elements of organized labor and other representatives of labor unions have embarked on a campaign targeting private equity firms on a variety of matters of interest to organized labor, including with respect to affording favorable treatment or significant deference to organized labor and labor unions in dealings with portfolio companies. There can be no assurance that the foregoing will not have an adverse impact on the Adviser or the Funds or otherwise impede the Funds' activities.

This increased political and regulatory scrutiny of the private equity industry was particularly acute during the global financial crisis of 2008-2009 and remains heightened today. For example, in addition to the U.S. legislative developments described above, other jurisdictions, including many European jurisdictions, have proposed modernizing financial regulations and have called for, among other things, increased regulation of and disclosure with respect to, and possibly registration of, private equity funds and hedge funds. There is, therefore, a material risk that regulatory agencies in the United States, Europe, Asia or elsewhere may adopt burdensome laws

(including tax laws) or regulations, or changes in law or regulation, or in the interpretation or enforcement thereof, which are specifically targeted at the private equity and hedge fund industry, or other changes that could adversely affect private equity firms, hedge fund firms and the funds they sponsor, including the Funds.

Finally, increased reporting, registration and compliance requirements may divert the attention of personnel and the management teams of the Adviser, and may, furthermore, place the Funds at a competitive disadvantage to the extent that the Adviser and/or the Funds are required to disclose sensitive business information.

As a result, there can be no assurance that any of the foregoing will not have an adverse impact on the Adviser or otherwise impede the Funds' ability to effectively achieve their investment objectives.

#### *Availability of Insurance for Certain Catastrophic Losses*

Certain losses of a catastrophic nature, such as wars, earthquakes, typhoons, pandemics, hurricanes, terrorist attacks, floods, cyber attacks, or other similar events, may be either uninsurable or, insurable at such high rates that to maintain such coverage would cause an adverse impact on the related investments. In general, losses related to terrorism, pandemics and cyber attacks, among other risks, are becoming harder and more expensive to insure against. Some insurers are excluding terrorism coverage from their all-risk policies. In some cases, insurers are offering significantly limited coverage against terrorist acts for additional premiums, which can greatly increase the total costs of casualty insurance for a property, if decided to be obtained. As a result, all investments may not be insured against terrorism, pandemics, cyber attacks, or certain other risks. If a major uninsured loss occurs, the Funds could lose both invested capital in and anticipated profits from the affected investments. In general, the Adviser will have discretion as to the type and level of coverage to obtain, or whether to obtain insurance at all.

#### *Sovereign Risk*

The right of certain of the Funds' portfolio companies to generate, produce or sell their products may be granted by or derive from approval by governmental entities and be subject to special risks, including the risk that the relevant governmental entity will exercise sovereign rights and take actions contrary to the rights of a Fund or the relevant portfolio company under the relevant agreement. There can be no assurance that the relevant governmental entity will not legislate, impose regulations, or change applicable laws or act contrary to the law in a way that would materially and adversely affect the business of any Fund's portfolio company.

#### *CFIUS*

The actions of the Committee on Foreign Investment in the United States ("CFIUS"), an inter-agency committee authorized to review transactions that could result in control of a U.S. business by a foreign person and certain other transactions involving foreign investment, may adversely impact the prospects of a Fund's portfolio company in the context of mergers with, or acquisitions by, a foreign person. CFIUS may recommend that the President of the U.S. block such transactions, or CFIUS may impose conditions on such transactions, certain of which may materially and adversely affect a Fund's ability to execute its investment strategy. In addition, the CFIUS process

will continue to evolve. In particular, a set of reform measures known as the Foreign Investment Risk Review Modernization Act (“FIRRMA”) was enacted into law and has broadened the jurisdiction of the CFIUS with respect to certain investments, including investments in certain companies that do not confer potential control over a U.S. business by a foreign person. Such legislation could impact the participation in the Fund’s investments by non-U.S. limited partners, which in the aggregate are expected to hold a significant portion of the interests in a Fund, and may impair a Fund’s ability to execute its investment strategy. The reforms enacted by FIRRMA include (i) a requirement of mandatory disclosures to CFIUS of all transactions in which a foreign government owned or controlled entity proposes to acquire a substantial interest in a U.S. business active in critical infrastructure, critical technologies, or which has access to sensitive personal data of U.S. citizens if such data might be exploited in a manner that threatens national security, and (ii) jurisdiction for CFIUS to review any investment (other than truly passive investment) by a foreign person in the same types of companies regardless of the percentage ownership interest of the foreign person. Proposed rules implementing the FIRRMA legislation became effective on February 13, 2020. FIRRMA will increase the number of transactions involving the Funds that would be subject to CFIUS review and investigation and the timing and substantive risks described above. The outcome of the CFIUS process may be difficult to predict, and there is no guarantee that, if applicable to a Fund’s portfolio company, the decisions of CFIUS would not adversely impact a Fund’s investment in such company. A Fund’s Governing Documents contain certain provisions that may require certain limited partners to be excluded from participating in an investment, for example where their participation would result in a significant delay, extraordinary expense or material adverse effect on a Fund or its affiliates or on the applicable portfolio company or investment. Moreover, notwithstanding anything to the contrary contained the Funds’ Governing Documents or any side letter or similar agreement, the Funds’ limited partners will be restricted from any physical, logical or other access to material nonpublic technical information in the possession of any Fund’s portfolio company. Material nonpublic technical information means information not in the public domain that (i) provides knowledge, know-how or understanding of the design, location or operation of critical infrastructure, including without limitation vulnerability information such as that related to physical security or cybersecurity or (ii) is necessary to design, fabricate, develop, test, produce or manufacture critical technologies, including processes, techniques or methods, it being understood that such term does not include financial information regarding the performance of a Fund’s portfolio company.

### *Trade Policy Uncertainty*

Political leaders in the U.S. and certain European nations have recently been elected on protectionist platforms, fueling doubts about the future of global free trade. The U.S. government has indicated its intent to alter its approach to international trade policy and in some cases to renegotiate, or potentially terminate, certain existing bilateral or multi-lateral trade agreements and treaties with foreign countries, and has made proposals and taken actions related thereto. For example, the U.S. government has recently imposed tariffs on certain foreign goods, including steel and aluminum and has more recently implemented export controls with regard to U.S. computer chip sales in China. Some foreign governments, including China, have instituted retaliatory tariffs on certain U.S. goods and have indicated a willingness to impose additional tariffs on U.S. products. Other countries, such as Mexico, have threatened retaliatory tariffs on certain U.S. products. Global trade disruption, significant introductions of trade barriers and bilateral trade frictions, together with any future downturns in the global economy resulting

therefrom, could adversely affect the financial performance of a Fund and its portfolio companies. In particular, the U.S. and China have agreed to a partial trade deal with respect to their ongoing trade dispute. However certain issues remain unresolved, which is expected to be an ongoing source of instability, potentially resulting in significant currency fluctuations and/or have other adverse effects on international markets, international trade agreements and/or other existing cross-border cooperation arrangements (whether economic, tax, fiscal, legal, regulatory or otherwise). Further, on October 7, 2022, the Bureau of Industry and Security (“BIS”) of the U.S. Department of Commerce released broad changes in export control regulations, including new regulations restricting the export to China of certain components and technology related to semiconductors. The new restrictions are lengthy and complex. While this dispute has had negative economic consequences on the U.S. markets, if trade-related issues persist, including as a result of geo-political tensions, there could be additional significant impacts on the industries in which a Fund participates, the jurisdiction of portfolio companies and other adverse impacts on investments. In addition, trade disputes may develop between other countries, which may have similar or more pronounced risks and consequences for a Fund or its portfolio companies.

#### *Benchmark Rate Risk*

Prior to June 30, 2023, certain bonds and loans held by the Funds may have had floating interest rates based on the London Inter Bank Offered Rate (“LIBOR”). LIBOR is an estimate of the interest rates to borrow U.S. dollars, sterling, euros and certain other currencies in the London unsecured interbank market, and was widely used as a reference for setting the interest rate on loans, bonds and derivatives globally. Consistent with prior announcements by the United Kingdom’s Financial Conduct Authority (“FCA”), the representative settings for all Swiss franc, euro, British pound sterling, Japanese yen, and U.S. dollar LIBORs are no longer available as of June 30, 2023, while synthetic 3-month British pound sterling LIBOR and 1-, 3- and 6-month U.S. dollar LIBOR settings are expected to cease at the end of March 2024 and September 2024, respectively.

On March 15, 2022, the United States enacted the Adjustable Interest Rate (LIBOR) Act of 2021 (“LIBOR Act”). The federal LIBOR Act preempts similar state legislation (including that enacted in New York) and provides one national approach for replacing U.S. dollar LIBOR as a reference interest rate in certain contracts, including those with no fallback provisions or with fallback provisions that identify neither a specific replacement rate nor a “determining person” as defined in the legislation, once U.S. dollar LIBOR is no longer published or is no longer representative. The U.S. Federal Reserve (the “Federal Reserve”) has adopted the final rule that implements the LIBOR Act, which established certain Secured Overnight Financing Rate (“SOFR”)-based benchmark replacements for contracts governed by U.S. law that reference overnight and one-, three-, six- and 12-month tenors of U.S. dollar LIBOR that do not have suitable fallback provisions after June 30, 2023.

As a result of the transition away from LIBOR as a benchmark reference for interest rates, certain bonds and loans held by the Funds may have floating interest rates based on SOFR or, if otherwise provided in the underlying contracts, other alternative benchmark rates.

#### *SOFR Risk*

SOFR is a relatively new index rate calculated based on short-term repurchase agreements backed by U.S. Treasury Instruments. While LIBOR is an unsecured rate, SOFR is a secured rate. SOFR, unlike LIBOR, reflects actual market transactions. Accordingly, SOFR is not the economic equivalent of LIBOR. Consequently, there can be no assurance that SOFR will perform in the same way as LIBOR would have at any time, including, without limitation, as a result of changes in interest and yield rates in the market, monetary policy, bank credit risk, market volatility or global or regional economic, financial, political, regulatory, judicial or other events.

Additionally, because SOFR is published by the Federal Reserve Bank of New York based on data received from other sources, we have no control over its determination, calculation, or publication. There can be no assurance that SOFR will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of the Funds. If the manner in which SOFR is calculated is changed, that change may result in a reduction of the amount of interest payable on SOFR-linked floating rate instruments and the trading prices of such instruments. Additionally, daily changes in SOFR have, on occasion, been more volatile than daily changes in other benchmark or market rates. Although occasional, increased daily volatility in SOFR would not necessarily lead to more volatile interest payments, the return on and value of SOFR-linked floating rate instruments may fluctuate more than floating rate instruments that are linked to less volatile rates. All of the foregoing risks may affect the performance of the applicable bonds and loans in which the Funds invest, which in turn may adversely affect the performance of the Funds.

#### *Alternative Benchmark Rate Risk*

As stated above, some of the bonds and loans held by the Funds may have floating interest rates based on alternative benchmark rates other than SOFR. Such alternative benchmark rates, like SOFR, may not have been widely used by market participants until relatively recently, and they may not perform exactly the same as LIBOR because they are calculated and administered differently. Generally, the use of alternative benchmark rates (including SOFR) may (i) cause the value of the interest rate on such bonds and loans to be uncertain or to be lower or more volatile than it would otherwise be, (ii) result in uncertainty as to the functioning, liquidity or value of such bonds and loans, and/or (iii) involve actions of regulators or rate administrators that may adversely affect certain markets or contracts underlying such bonds and loans. All of the foregoing could adversely affect the return on and value of the related floating rate instruments in which the Funds invest.

#### *Russian Invasion of Ukraine*

On February 21, 2022, Russian President Vladimir Putin ordered the Russian military to invade two regions in Eastern Ukraine (the Donetsk People's Republic and Luhansk People's Republic regions) and shortly thereafter commenced a full-scale invasion of Russia's pre-positioned forces into Ukraine. This has led various countries (including the United States and several European nations) to issue sanctions against Russia that have been amended and expanded on multiple occasions. This has had and may continue to have a negative impact on the economy and business activity globally (including in the countries in which a Fund invests), and, therefore, could adversely affect the performance of a Fund's portfolio investments. Furthermore, the conflict between the two countries and the varying involvement of the United States and other North Atlantic Treaty Organization nations could preclude prediction as to their ultimate adverse impact

on global economic and market conditions, and, as a result, presents material uncertainty and risk with respect to a Fund and the performance of its portfolio investments or operations and the ability of a Fund to achieve its investment objectives. Additionally, to the extent that third parties, investors or related customer bases have material operations or assets in Russia, Ukraine, Belarus or the immediate surrounding areas, they are likely to have adverse consequences related to the ongoing conflict.

### *Israel-Hamas War*

On October 7, 2023, the Hamas militant group breached the fences separating Israel and Gaza and carried out a violent terrorist attack. The foregoing attack sparked an armed conflict, which is currently ongoing between Hamas and other Palestinian militant groups and Israel, known as the 2023 Israel-Hamas war. Although since the establishment of the State of Israel a state of hostility has existed in varying degrees of intensity between various Arab countries and Israel, the current conflict between Israel and Hamas has escalated to a heightened level not seen in recent years and may escalate further. Additionally, while Israel has entered into peace agreements with both Egypt and Jordan and several other Middle Eastern and North African countries have normalized relations with Israel, the 2023 Israel-Hamas war has created tremendous unrest and uncertainty in the region, which may threaten any such peace agreements. A further expansion of the hostilities between Israel and Palestine could have significant international ramifications. The 2023 Israel-Hamas war could potentially have a significant adverse impact and result in significant losses to the Funds, including those described above in “Russian Invasion of Ukraine”. The ultimate impact of the Israel-Hamas war and its effect on global economic and commercial activity and conditions, and on the operations, financial condition and performance of the Funds or any particular industry, business or investee country, and the duration and severity of those effects is impossible to predict.

### *Change of Law Risks*

In addition to the risks regarding regulatory approvals, it should be noted that government counterparties or agencies may have the discretion to implement, change or increase regulation of the operations of a Fund and its portfolio companies. A Fund and its portfolio companies also could be materially and adversely affected as a result of statutory or regulatory changes or judicial or administrative interpretations of existing laws and regulations that impose more comprehensive or stringent requirements on such company. Governments have considerable discretion in implementing regulations, including, for example, the possible imposition or increase of taxes on income earned by or from a portfolio company or gains recognized by a Fund on its investment in such portfolio company, that could impact such portfolio company’s business as well as a Fund’s return on investment. Because some of the portfolio companies may provide basic everyday services and/or face limited competition, or because the industries of certain of the portfolio companies may be considered strategic areas or for other reasons, governments may be influenced by political considerations and may make decisions that adversely affect a portfolio company’s business.

### *Litigation*

In connection with ordinary course investing activities, the Adviser, the Funds and their respective affiliates as well as the portfolio companies become involved in litigation, investigations, inquiries,

employment-related matters, disputes and other potential claims. There can be no assurance that any such matters would be resolved in favor of the Funds and/or their investments. Any such matters could be prolonged and expensive. In addition, it is by no means unusual for participants in reorganizations to use the threat of, as well as actual, litigation as a negotiating technique. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments generally would be borne by the Funds and would reduce net assets or could require limited partners to return to the Fund distributed capital and earnings. In addition, from time to time past or current members or employees of the Adviser may disagree with the Adviser and/or its management over terms related to separation or other issues. If not resolved, such disputes could lead to litigation or arbitration, which could be costly, distracting and/or time consuming for the Adviser.

#### *Effect of Substantial Losses on Operations of the Adviser*

If, due to extraordinary market conditions or other reasons, the Funds were to incur substantial losses, the revenues of the Adviser and its affiliates may decline substantially. Such losses may hamper the Adviser's and its affiliates' ability to (i) retain employees and (ii) provide the same level of service to the Funds as it has in the past.

#### *Fund Leverage and Borrowing*

The Adviser makes drawdowns under one or more revolving credit facilities (the collateral for which can be committed capital or one or more assets of the Funds) for the purpose of advancing capital calls and other cash management purposes. Repayment of such borrowings may not be made by the Funds for such time as deemed appropriate by the Adviser, subject to the time limitations set forth in the Governing Documents, if any. Such borrowings will increase the exposure of the Funds to adverse economic factors, such as rising interest rates or economic downturns. In addition, the interest expense and other costs of any such borrowings will be Fund expenses and, accordingly, will decrease net returns of the Funds. Gains realized with borrowed funds may cause the Funds' returns to increase at a faster rate than would be the case without borrowings, which, in turn, may be subject to conflicts of interest. Such borrowings may also be effected differently by each Fund (if at all), which would lead to different investment returns for each Fund.

#### *Legal, Tax and Regulatory Risks*

Legal, tax and regulatory changes could occur during the term of a Fund that may adversely affect such Fund, its portfolio companies or its investors. For example, from time to time the market for venture capital and private equity transactions has been adversely affected by a decrease in the availability of senior and subordinated financing for transactions, in part in response to regulatory pressures on providers of financing to reduce or eliminate their exposure to such transactions. A Fund may invest in portfolio companies that operate in a highly regulated environment and are subject to extensive legal, tax and regulatory restrictions and limitations and to supervision, examination and enforcement by regulatory and tax authorities. New and existing regulations and burdens of regulatory compliance may directly impact the business and results of the operations of, or otherwise have a material adverse effect on, portfolio companies that are subject to regulation. The Funds may have limited legal recourse in the event of a dispute, and remedies

might have to be pursued in the courts of a variety of countries. There can be no assurance that regulations promulgated in the U.S. or other countries where the Funds invest will not harm the Funds or their investments. Failure to comply with any of these laws, rules and regulations, some of which are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties and fines, which may have material adverse effects.

#### **Item 9. Disciplinary Information**

Item 9 is not applicable to the Adviser.

#### **Item 10. Other Financial Industry Activities and Affiliations**

As described in Item 4, TCMI, Inc. is associated with a number of related general partners and management entities. Each of these general partners and management entities relies upon, and is covered by, TCMI, Inc.'s registration with the SEC under the Investment Advisers Act in accordance with SEC guidance. These affiliated investment advisers operate as a single advisory business together with TCMI, Inc. and serve as investment managers or general partners of the Funds and share common owners, officers, partners, employees, consultants or persons occupying similar positions.

Although the Adviser employs its own investment advisory personnel, the Adviser also utilizes the services of and obtains assistance from Technology Crossover Ventures UK, L.L.P. ("TCV UK"). TCV UK is an indirect subsidiary of TCMI, Inc. and is authorized and regulated by the United Kingdom's Financial Conduct Authority. TCV UK, to the extent it is involved in advising the Adviser with respect to the Funds, is considered a "Participating Affiliate" and complies with the required record keeping and inspection provisions of the Investment Advisers Act set forth in the *Uniao de Bancos de Brasileiros S.A.* (July 28, 1992) no-action letter and similar staff no-action positions. Pursuant to an investment advisory agreement between the Adviser and TCV UK, TCV UK provides advisory services to the Adviser to assist the Adviser in the selection, evaluation and acquisition and monitoring of portfolio investments. Employees of TCV UK who are involved in providing advice to the Adviser with respect to the Funds are considered the Adviser's "associated persons".

TCV Luxco Servicing S.à r.l., wholly-owned by the Adviser and/or one or more Funds, is based in Luxembourg and provides certain administrative and other services with regard to the business of the Funds, principally involving non-US transactions. Such services include administrative services, accounting services, legal and corporate secretary services, and tax services to one or more Funds.

#### **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

##### **Code of Ethics**

The Adviser has adopted a written Code of Ethics that is applicable to all of the directors, officers, partners, principals, employees and other personnel of the Adviser, as well as officers, partners,



principals, employees and other personnel of its affiliates and certain independent contractors (collectively, “Adviser Personnel”). The Code of Ethics, which is designed to comply with Rule 204A-1 under the Investment Advisers Act establishes guidelines for professional conduct and personal trading procedures, including certain pre-clearance and reporting obligations. Adviser Personnel and their families and households are generally prohibited from purchasing or selling the securities of any company identified on a restricted list and may not purchase or sell any securities (including short sales or derivatives) of any publicly traded company unless they obtain, in advance of the transaction, preclearance for that transaction from the Adviser’s Chief Compliance Officer or designee. Adviser Personnel must also obtain pre-clearance from the Adviser’s Chief Compliance Officer or designee prior to participating in an initial public offering or a private placement. Under the Code of Ethics, Adviser Personnel are also required to file certain periodic reports with the Adviser’s Chief Compliance Officer or designee as required by Rule 204A-1 under the Investment Advisers Act. The Code of Ethics helps the Adviser detect and prevent potential conflicts of interest.

Adviser Personnel who violate the Code of Ethics may be subject to remedial actions, which may include, but are not limited to, profit disgorgement, fines, censure, demotion, suspension or dismissal. Adviser Personnel are also required to promptly report any violation of the Code of Ethics of which they become aware. Adviser Personnel are required to annually certify compliance with the Code of Ethics.

A copy of the Code of Ethics is available to any client or prospective client upon written request to: [compliance@tcv.com](mailto:compliance@tcv.com).

### **Participation or Interest in Client Transactions**

The Adviser and certain employees and affiliates of the Adviser invest in and alongside the Funds as direct investors in the Funds or otherwise. The Adviser and its employees and affiliates typically do not bear Advisory Fees or Carried Interest in connection with such investments. For further details regarding these arrangements, as well as conflicts of interest presented by them, please see “Conflicts of Interest” immediately below.

Due in part to the fact that potential investors in a Fund (including purchasers of a limited partner’s interests in a secondary transaction) or a co-investment opportunity (see below) may ask different questions and request different information, the Adviser will, from time to time, provide certain information to one or more prospective investors that it does not provide to all of the prospective investors or limited partners.

### **Conflicts of Interest**

The Adviser and its related entities engage in a broad range of activities, including investment activities for their own accounts and for the accounts of other investment funds, and providing transaction-related, investment advisory, management and other services to funds and operating companies. In the ordinary course of conducting its activities, the interests of a Fund may conflict with the interests of the Adviser, other Funds or their respective affiliates. Certain of these conflicts

of interest, as well a description of how the Adviser addresses such conflicts of interest, can be found below.

Conflicts are disclosed throughout this Brochure and the Brochure should be read in its entirety for other conflicts. The material conflicts of interest encountered by a Fund include those discussed below, although the discussion below does not necessarily describe all of the conflicts that are or may be faced by a Fund.

### *Resolution of Conflicts*

In the case of all conflicts of interest, the Adviser's determination as to which factors are relevant, and the resolution of such conflicts will be made using the Adviser's best judgment, but in its sole discretion, subject to any restrictions or consents required under the Government Documents of the Funds. In resolving conflicts, the Adviser considers one or more factors, including, but not limited to, the interests of the applicable Funds with respect to the immediate issue and/or with respect to their longer-term courses of dealing. Certain procedures for resolving specific conflicts of interest are set forth below. When conflicts arise, the following factors generally mitigate, but will not eliminate, conflicts of interest:

- The Adviser will consider the appropriateness of an investment from the viewpoint of a Fund;
- Many important conflicts of interest will generally be resolved by set procedures, restrictions or other provisions contained in the relevant Governing Documents for the Funds;
- Certain Funds have established an advisory committee, consisting of representatives of investors not affiliated with the Adviser. The advisory committees may meet and consult with the Adviser as required under the relevant Governing Documents and approve certain potential conflicts of interest to the extent provided in the relevant Governing Documents. On any issue involving actual conflicts of interest, the Adviser will be guided by its good faith discretion;
- Where the Adviser deems appropriate, unaffiliated third parties may be used to help resolve conflicts, such as the use of an investment banker or valuation agent to opine as to the fairness of a purchase or sale price;
- The Adviser has adopted and implemented certain policies and procedures designed to reduce certain conflicts of interest; and
- Prior to subscribing for interests in a Fund, each investor receives information relating to significant potential conflicts of interest arising from the proposed activities of the Fund.

While the Adviser endeavors to resolve all conflicts in a fair and impartial manner, there can be no assurance that its own interests will not influence its conduct and decisions. There can be no assurance that the Adviser will identify or resolve all conflicts in a manner that is favorable to the Funds and the Funds' investors may not be entitled to receive notice or disclosure of the actual occurrence of conflicts or have any right to consent to them as they arise.

### *Allocation of Investment Opportunities Among Clients*

In connection with its investment activities, the Adviser encounters situations in which it must determine how to allocate investment opportunities (including follow-on investments) among various clients and other persons, which may include, but are not limited to, the following:

- The Funds (including those established for the purpose of participating in a “continuation transaction”);
- Any co-investors or co-investment vehicles that have been formed by the Adviser to invest side-by-side with one or more Funds in all or particular transactions entered into by such Fund(s);
- Individuals and entities that are not investors in any Funds (“Third Parties”);
- Certain limited partners of the Funds and/or Third Parties that wish to make direct investments (*i.e.*, not through an investment vehicle) side-by-side with one or more Funds in particular transactions entered into by such Fund(s); and
- Third Parties acting as “co-sponsors” with the Adviser with respect to a particular transaction.

The Adviser makes allocation determinations consistent with the Funds’ Governing Documents and in accordance with its written policies and procedures.

The Funds are generally subject to investment allocation requirements (collectively, “Investment Allocation Requirements”). Investment Allocation Requirements are generally set forth in the Fund’s Governing Documents. To the extent the Investment Allocation Requirements of a Fund do not include specific allocation procedures and/or allow the Adviser discretion in making allocation decisions among the Funds, the Adviser will follow the process set forth below.

The Adviser must first determine which Funds and/or other parties are eligible to participate in an investment opportunity. The Adviser assesses whether an investment opportunity is appropriate for a particular Fund(s), based on the Fund’s investment objectives, strategies, stage in lifecycle and structure, which are typically reflected in such Fund’s Governing Documents. Prior to making any allocation to a Fund of an investment opportunity, the Adviser determines what additional factors may restrict or limit the offering of an investment opportunity to the Fund. Possible restrictions include, but are not limited to:

- **Obligation to Offer:** the Adviser may be required to offer an investment opportunity to one or more Funds.
- **Related Investments:** the Adviser may offer an investment opportunity related to an investment previously made by a Fund(s) to such Fund(s) to the exclusion of, or resulting in a limited offering to, other Funds.
- **Legal and Regulatory Exclusions:** the Adviser may determine that certain Funds or investors in such Funds should be excluded from an allocation due to specific legal, regulatory and contractual restrictions placed on the participation of such persons in certain types of investment opportunities.

Once the Adviser identifies the Funds and/or other parties that are eligible to participate in a particular investment, the Adviser in its sole discretion decides how to allocate such investment opportunity among the identified Funds. In allocating such investment opportunity, the Adviser will consider some or all of a wide range of factors, which include, but are not necessarily limited to, one or more of the following:

- Each Fund's investment objectives, investment focus, parameters, guidelines, investor preferences, limitations and other contractual provisions and terms;
- Transaction sourcing (and with respect to an investment opportunity originated by a third party, the relationship of a particular Fund to or with such third party);
- Each Fund's liquidity and reserves (including whether a Fund is able to commit to invest all capital required to consummate a particular investment opportunity);
- Each Fund's diversification (including the actual, relative or potential exposure of a Fund to the type of investment opportunity in terms of its existing portfolio, whether a particular Fund already has its desired exposure to the investment, sector, industry, geographic region or markets in question);
- Lender covenants and other limitations;
- Any "ramp up" period of a newly established Fund;
- Amount of capital available for investment by each Fund as well as each Fund's projected future capacity for investment (including whether a Fund is able to invest all capital required to consummate a particular investment opportunity) and anticipated co-investment (if any);
- The size, type, amount, liquidity, anticipated maturity and minimum investment criteria and duration of the investment;
- Stage of Fund (life cycle);
- Stage of development of the prospective portfolio company or other investment and anticipated holding period of the portfolio company;
- Composition of each Fund's portfolio and each Fund's investment concentration parameters (including, without limitation, parameters such as geography/location, sector, industry, issuer, volatility, leverage or other similar risk metrics) and the scope of a Fund's investment mandate including whether mandates are identified as primary or secondary, and whether the mandate is limited or otherwise restricted to specific types of investments/assets;
- The suitability as a follow-on investment for a current portfolio company of a Fund or to upsize an existing investment;
- Timing expected to execute an investment;
- The use of leverage in the proposed capital structure;
- The availability of other suitable investments for each Fund;
- Supply or demand of an investment opportunity at a given price level;

- Risk considerations;
- Cash flow considerations;
- The likelihood of current income;
- The centrality of an investment to a Fund’s strategy;
- Asset class restrictions;
- The seniority of an investment and other capital structuring criteria;
- Industry and other allocation targets;
- Minimum and maximum investment size requirements;
- Tax and accounting implications;
- Whether an investment opportunity requires additional consents or authorizations from the Funds, investors or Third Parties;
- Whether an investment opportunity would enable a Fund to qualify for certain programmatic benefits or discounts that are not readily available to other Funds including, but not limited to, the ability to enter into credit arrangements with certain financial or governmental institutions;
- Geographic considerations;
- Legal, contractual or regulatory constraints;
- Expected investment return;
- Avoiding allocation that could result in *de minimis* or odd lot investments;
- Co-investment arrangements;
- Other considerations deemed relevant by the Adviser in good faith; and
- Any other relevant limitations imposed by or conditions set forth in the applicable Governing Documents of each Fund.

The application of the Investment Allocation Requirements will often result in allocation on a non pro rata basis and there can be no assurance that a Fund will participate in all investment opportunities that fall within its investment objectives. The Adviser makes allocation determinations based solely on the Adviser’s expectations at the time such investments are made; however, investments and their characteristics may change and there can be no assurance that an investment may prove to have been more suitable for another Fund in hindsight.

From time to time certain investment opportunities involve interests in portfolio companies of one or more Funds that are part of a restructuring or similar transaction. In such instances, investors in the Funds involved in such a transaction are typically given priority rights to roll over their existing interests or otherwise reinvest in such investment opportunities (for instance, through a newly formed “continuation fund”). As a result, other Funds may not be allocated all or any portion of such an investment opportunity, even if such opportunity falls within a Fund’s investment objectives or strategy.

Allocation determinations are inherently subjective and give rise to conflicts of interest due to the inherent biases in the process. For example, in allocating an investment opportunity among Funds with differing fee, expense and compensation structures, the Adviser has an incentive to allocate investment opportunities to the Funds from which the Adviser or its related persons derive, directly or indirectly, higher fees, compensation or other benefits. Notwithstanding the foregoing, the Adviser will not allocate investment opportunities among the Funds based, in whole or in part, on (i) the relative fee structure or amount of fees paid by any Fund or (ii) the profitability of any Fund. While the Adviser determines how to allocate investment opportunities using its best judgment, considering such factors as it deems relevant, but in its sole discretion, there can be no assurance that a Fund's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made will be as favorable as they would be if the conflicts of interest to which the Adviser is subject, discussed herein, did not exist.

In addition, principal executive officers and other personnel of the Adviser invest indirectly in and are permitted to invest directly in Funds and therefore participate indirectly in investments made by the Funds in which they invest. Such interests will vary Fund by Fund and may create an incentive to allocate particularly attractive investment opportunities to the Fund in which such personnel hold a greater interest. Principal executive officers and other personnel of the Adviser will, from time to time, also invest indirectly in and will be permitted to invest directly in third parties and will therefore participate indirectly in co-investments made by such third-party funds. The existence of these varying circumstances presents conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a Fund and/or a third party. For example, additional conflicts could arise to the extent the Adviser and/or its affiliates, or principal executive officers and other personnel of the Adviser hold an outsized economic position in any of the participating Funds. In such cases, the Adviser could be incentivized to manage such arrangements in a manner that would enhance the returns of the Funds in which the Adviser and/or its related parties hold a substantial portion of the equity, even to the detriment of other Funds. Notwithstanding the foregoing, the Adviser will not allocate investment opportunities among the Funds based, in whole or in part, on (i) the relative fee structure or amount of fees paid by any Fund or (ii) the profitability of any Fund. While the Adviser determines how to allocate investment opportunities using its best judgment, considering such factors as it deems relevant, but in its sole discretion, there can be no assurance that a Fund's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made will be as favorable as they would be if the conflicts of interest to which the Adviser is subject, discussed herein, did not exist.

The Adviser and/or a Fund may invest in the securities offerings of a portfolio company held by another Fund (including through initial public offerings), which would result in the Adviser and/or a Fund's receiving an allocation of portfolio company securities. In addition to conflicts of interest arising from the allocation of such securities, this arrangement also leads to similar conflicts described below under "*Conflicts Related to Purchases and Sales.*"

A conflict also arises in allocating an investment opportunity if the potential investment target could be acquired by either a Fund or a portfolio company of another Fund. In making such an allocation determination, the Adviser will consider one or more of the factors set forth above and will make a determination in its good faith discretion.

### *Allocation of Co-Investment Opportunities and Secondary Transactions*

The Adviser and its affiliates may, from time to time, be presented with investment opportunities that fall within the investment objective of the Funds, either ones already formed or ones that might be formed in the future. The Adviser will determine if the amount of an investment opportunity exceeds the amount the Adviser determines would be appropriate for the Funds (after taking into account any portion of the opportunity allocated to certain participants in the applicable deal, such as consultants and advisors to the Adviser and/or the Funds, including Operating Partners, or management teams of the applicable portfolio company, certain strategic investors and other investors whose allocation is determined by the Adviser to be in the best interests of the applicable Fund), and any such excess will, from time to time, be offered to one or more co-investors pursuant to the procedures included in such Funds' Governing Documents or, to the extent not addressed in such Funds' Governing Documents, in accordance with the following paragraphs. There may be circumstances where the Adviser determines, for strategic or other reasons, the amount that could have otherwise been invested by a particular Fund is instead allocated to one or more co-investors. Situations where an investment may be shared or allocated away from the Funds may arise as a result of the fact that the Adviser and its affiliates have the ability to form, sponsor and/or manage other limited partnerships or pooled investment vehicles that are not prohibited under the Funds' Governing Documents. Such permitted vehicles include, without limitation, (i) investment vehicles with the principal objective of making investments in publicly traded companies, debt investments, non-U.S. investments, expansion capital investments or early or mid-stage venture capital investments and (ii) investment vehicles or accounts focusing on investments that are, with respect to the Funds, precluded or limited pursuant to the terms of the Funds' Governing Documents or applicable legal, regulatory, tax, accounting or other similar considerations. Subject to the terms of the Governing Documents, the Adviser or its personnel may for their own accounts selectively participate in one or more investments (and not necessarily all investments) in portfolio companies or form one or more publicly listed special purpose acquisition vehicles. Such investments by the Adviser and/or its personnel generally result in a Fund's being allocated a smaller share of an investment than would otherwise be the case in the absence of such investments.

The amount of Other Fees generated as a result of co-investments in connection with any portfolio company will not reduce the Advisory Fees paid by the Funds and will, therefore, be retained by the Adviser. The allocation of co-investment opportunities will, in many or all cases, also involve a benefit to the Adviser in addition to the receipt of Other Fees, including the receipt of Advisory Fees or allocation of Carried Interest from the co-investor, and/or capital commitments to Funds (including successor Funds). As a result of the foregoing, the Adviser could be incentivized to allocate a greater portion of an investment to a co-investor than it would have otherwise allocated absent such an arrangement or economic terms.

In addition, co-investment vehicles have in the past, and may in the future be formed to make investments alongside a Fund. In such cases, the co-investment vehicle will have a priority right to make co-investments in some or all of the investments made by such Fund. The existence of such a priority right will significantly reduce or eliminate co-investment opportunities available to the investors.

Subject to any Investment Allocation Requirements or other specific agreements with investors, in general, (i) no investor in a Fund has a right to participate in any co-investment opportunity and investing in a Fund does not give an investor any rights, entitlements or priority to co-investment opportunities, (ii) decisions regarding whether and to whom to offer co-investment opportunities, as well as the applicable terms on which a co-investment is made, are made in the sole discretion of the Adviser or its related persons or other participants in the applicable transactions, such as co-sponsors, (iii) co-investment opportunities typically will be offered to some and not other investors in the Funds, in the sole discretion of the Adviser or its related persons and investors will, from time to time, be offered a smaller amount of co-investment opportunities than originally requested and an investor will, from time to time, be offered fewer co-investment opportunities than other investors in the same Fund, with the same, larger or smaller capital commitments to such Fund, (iv) certain persons other than investors in the Funds (e.g., other Funds managed by the Adviser, consultants, joint venture partners, persons associated with a portfolio company and other Third Parties, including persons who the Adviser believes will provide a benefit to a Fund and/or one or more portfolio companies or who provide a strategic sourcing or similar benefit to the Adviser, a Fund and/or a portfolio company and on or more of their respective affiliates, due to industry or regulatory expertise or otherwise), rather than one or more investors in a Fund, will, from time to time, be offered co-investment opportunities, in the sole discretion of the Adviser or its related persons, and (v) co-investors will either purchase their interests in a portfolio company at the same time as the Funds or purchase their interests from the applicable Funds (at cost or cost plus interest) after such Funds have consummated their investments in the portfolio company (also known as a post-closing sell down or transfer). Each co-investment opportunity (should any exist) is likely to be different and allocation of each such opportunity will be dependent upon the facts and circumstances specific to that unique situation (e.g., timing, industry, size, geography, asset class, projected holding period, exit strategy and counterparty). Additionally, non-binding acknowledgements of interest in co-investment opportunities are not Investment Allocation Requirements and do not require the Adviser to notify the recipients of such acknowledgments if there is a co-investment opportunity. However, the Adviser from time to time agrees to give particular investors, Funds or other third parties priority access to co-investment opportunities. The existence of such priority or other contractual co-investment access rights could affect the Adviser's decision to offer certain opportunities for co-investment and could limit the ability of Funds or their investors to be offered certain co-investment opportunities.

In exercising its discretion to allocate co-investment opportunities with respect to a particular investment among the potential co-investors, the Adviser will consider some or all of a wide range of factors, including, but not limited to, its own interests and/or one or more of the following:

- The Adviser's evaluation of the size and financial resources of the potential co-investment party and the Adviser's perception of the ability of that potential co-investment party (in terms of, for example, staffing, expertise, and other resources or similar synergies) to efficiently and expeditiously participate in the investment opportunity with the relevant Fund(s) without harming or otherwise prejudicing such Fund(s), in particular when the investment opportunity is time-sensitive in nature, as is typically the case (including whether the potential co-investment party has a complicated tax structure or ownership that would require particular structuring implementation, regulatory approvals or covenants that would not otherwise be required);



- Any confidentiality concerns the Adviser or applicable regulatory authorities may have has that may arise in connection with providing the other account or person with specific information relating to the investment opportunity in order to permit such potential co-investment party to evaluate the investment opportunity;
- Whether a potential co-investment party has a history of participating in opportunities and the Adviser's perception of its past experiences and relationships with that potential co-investment party, such as the willingness or ability of the potential co-investment party to respond promptly and/or affirmatively to potential investment opportunities previously offered by the Adviser and the expected amount of negotiations required in connection with a potential co-investment party's commitment;
- The character and nature of the co-investment opportunity (including the potential co-investment amount, structure, geographic location, tax characteristics and relevant industry);
- Level of demand for participation in such co-investment opportunity;
- The ability of a potential co-investment party to aid in operating or monitoring a portfolio company or the possession of certain expertise by a potential co-investment party and the potential co-investment party's relationship with the management team of the potential portfolio company and whether the potential co-investment party has any existing positions in the portfolio company;
- Whether the potential co-investment party would require any governance rights that would complicate the transactions (or, alternatively, whether the potential co-investment party would be willing to defer to the Adviser and assume a passive role in governing a portfolio company);
- Any interests a potential co-investment party has in any competitors of the portfolio company;
- The ability of a potential co-investment party to hold investments for longer periods of time (or indefinitely);
- The Adviser's perception of whether the investment opportunity may subject the potential co-investment party to legal, regulatory, competitive, confidentiality, reporting, public relations, media or other burdens that make it less likely that the other account or person would act upon the investment opportunity if offered;
- The Adviser's evaluation of whether a particular potential co-investment party has provided value in the sourcing, establishing relationships, participating in diligence and/or negotiations for such potential transaction or is expected to provide value to the business or operations of a portfolio company post-closing;
- The Adviser's evaluation of whether the profile or characteristics of the potential co-investment party may have an impact on the viability or terms of the proposed investment opportunity and the ability of the Funds to take advantage of such opportunity (for example, if the potential co-investment party is involved in the same industry as a target company in which a Fund wishes to invest, or if the identity of the potential co-investment party, or the jurisdiction in which the potential co-investment party is based, may affect the likelihood of a Fund's being able to capitalize on a potential investment opportunity);

- Whether the potential co-investment party will make commitments to invest in other Funds (including concurrently with the applicable co-investment);
- Whether a potential co-investment party has expressed an interest in evaluating co-investment opportunities;
- The Adviser's assessment of a potential co-investment party's ability to invest an amount of capital that fits the needs of the investment (taking into account the amount of capital needed as well as the maximum number of investors that can realistically participate in the transaction);
- Any concerns the Adviser or regulators may have in connection with providing a potential co-investment party with specific information relating to the investment opportunity;
- The Adviser's assessment of a potential co-investment party's ability to commit to a co-investment opportunity within the required timeframe of the particular transaction;
- The overall size of the potential co-investment party's commitments to the Funds;
- The size of the potential co-investment party's interest to be held in the underlying portfolio company as a result of a Fund's investment (which is often based on the size of the potential co-investment party's commitment and/or investment in the Fund);
- The timing of the potential co-investment party's commitment to the Funds;
- The existence of accounts or vehicles formed to co-invest in investments across all or a portion of the Adviser platform (whether or not formed in connection with the admission of a limited partner to the Funds);
- Whether the co-investment opportunity is being provided in connection with a potential investment in or acquisition of interests through a secondary transfer of the Funds (i.e., a stapled co-investment opportunity); and
- Whether the Adviser believes, in its sole discretion, that allocating investment opportunities to a potential co-investment party will help establish, recognize, strengthen and/or cultivate relationships that may provide indirectly longer-term benefits (including strategic, sourcing or similar benefits) to current or future Funds and/or the Adviser and whether the potential co-investment party has demonstrated a long-term and/or continuing commitment to the potential success of the current or future Funds and/or the Adviser.

The factors above are not listed in order of importance or priority and the Adviser is not required to, and does not, consider all of the factors described above in any particular investment and some factors may be more or less important depending upon the nature of the particular investment and attendant circumstances. The Adviser's exercise of its discretion in allocating investment opportunities with respect to a particular investment among the persons, including the Funds, potential co-investors and Third Parties, and in the manner discussed above often will not result in proportional allocations among such persons, and such allocations often will be more or less advantageous to some such persons relative to other such persons. For example, the Adviser may be incentivized to offer a co-investment opportunity to certain persons over others based on its economic arrangement with such persons (including, for example, whether the Adviser and/or the applicable general partners are entitled, under arrangements made with certain potential co-

investment parties, to additional Advisory Fees and/or Carried Interest based on the availability of co-investment opportunities offered to such parties). The Adviser expects that these factors will lead the Adviser to favor some potential co-investors over others with respect to the frequency with which the Adviser offers them co-investment opportunities. The Adviser also expects to allocate certain co-investors a greater proportion of an investment opportunity than others as a result of these factors.

In the event the Adviser determines to offer an investment opportunity to co-investors, there can be no assurance that the Adviser will be successful in offering a co-investment opportunity to a potential co-investor, in whole or in part, that the closing of such co-investment will be consummated in a timely manner, that the co-investment will take place on the terms and conditions that will be preferable for the Fund or that expenses incurred by the Fund with respect to the syndication of the co-investment will not be substantial, and the Funds bear the risk that any or all excess portion of an investment is not sold or is sold on unattractive terms. Further, it is possible that a potential co-investment party may experience financial, legal or regulatory difficulties and may, from time to time, have economic, tax, regulatory, contractual or other business interests or goals that are inconsistent with those of a Fund, and as a result, may take a different view from the Adviser as to appropriate strategy for an investment or may be in a position to take a contrary action to a Fund's investment objective. In the event that the Adviser is not successful in offering a co-investment opportunity to potential co-investors, in whole or in part, the Fund may consequently hold a greater concentration and have more exposure in the related investment opportunity than was initially intended and would bear the entire portion of any fees, costs and expenses related to such investment, which could make the Fund more susceptible to fluctuations in value resulting from adverse economic and/or business conditions with respect thereto. An investment that is not syndicated to co-investors as originally anticipated could significantly reduce a Fund's overall investment returns. Therefore, it is possible that a Fund that overcommits to an investment will bear a disproportionate allocation of the risks associated with the transaction without being compensated for assuming such risks.

The Adviser or its affiliates will, from time to time, establish dedicated co-investment vehicles for specific investors in order to facilitate investments by the relevant investors as co-investment parties alongside a Fund that may have more favorable rights and/or terms than the Funds and/or other co-investors. Any such vehicle will be established at the Adviser or its affiliates' sole discretion and the Adviser and its affiliates have no obligation to offer a similar opportunity to any other investor.

Co-investors, including without limitation co-investment vehicles or accounts formed to invest in co-investment opportunities alongside a Fund, will, under certain circumstances, purchase their interests in a portfolio company at the same time as a Fund or will, under certain circumstances, purchase their interests from a Fund after the Fund has consummated its investment in such portfolio company (also known as a post-closing sell down or transfer). The Adviser may charge (or may decide not to charge) a co-investor interest costs for the time period between the closing of the Fund's investment in a portfolio company to the date of the transfer of interests in such portfolio company to the applicable co-investor.

However, the Adviser currently has a policy that states that it will not allocate investment opportunities based, in whole or in part, on the fees paid by any Fund, the profitability of any Fund

relative to others or any person's interest in a particular offering or participation in co-investment opportunities outside of any Fund. Operating Partners may participate in co-invest opportunities side-by-side with the Funds or may be offered the opportunity directly by a portfolio company to invest in such company and such investment may occur at a different time than the investment by the Funds.

In addition, to the extent the Adviser has discretion to consent to a secondary transfer of interests in a Fund pursuant to such Fund's Governing Documents, or is asked to identify potential purchasers in a secondary transfer, the Adviser will do so in its sole discretion, generally taking into account the following factors:

- The Adviser's evaluation of the financial resources of the potential purchaser, including its ability to meet capital contribution obligations;
- The Adviser's perception of its past experiences and relationships with the potential purchaser, including its belief that the potential purchaser would help establish, recognize, strengthen and/or cultivate relationships that may provide indirectly longer-term benefits to the current or future Funds and/or the Adviser and the expected amount of negotiations required in connection with a potential purchaser's investment;
- Whether the potential purchaser would subject the Adviser, the applicable Fund or their affiliates to legal, regulatory, reporting, public relations, media or other burdens;
- A potential purchaser's investment into another Fund (including any commitment into a future Fund);
- Requirements in such Fund's Governing Documents; and
- Such other facts as it deems appropriate under the circumstances in exercising such discretion.

### *Conflicts Related to Purchases and Sales*

From time to time Funds invest in conjunction with an investment being made by other Funds, or in a transaction where another Fund has already made an investment. Conflicts may arise in connection with such investments, including, but not limited to, the conflicts described herein. For example, investment opportunities are, from time to time, appropriate for Funds in the same, different or overlapping levels of a portfolio company's capital structure. Conflicts arise in determining the terms of investments, particularly where these clients may invest in different types of securities in a single portfolio company. Questions may arise as to whether payment obligations and covenants should be enforced, modified or waived, whether payments should be accelerated, or whether debt should be refinanced. Decisions about what action should be taken in a stressed or distressed situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, the terms of any work-out or restructuring or other concessions that may be given in such a situation raise conflicts of interest, and the Adviser may be incentivized to choose a course of action that benefits one Fund to the detriment of another Fund. For example, in the event that one Fund has a significantly influential position in a portfolio company, it will have the ability to elect some or all of the board of directors

of such a portfolio company, thereby controlling the policies and operations, including the appointment of management, future issuances of securities, payment of dividends, incurrence of debt and entering into extraordinary transactions. Such management and operational decisions may, at times, be in direct conflict with other Funds that have invested in the same portfolio company that do not have the same level of control or influence over the portfolio company. If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, the Funds may or may not provide such additional capital, and if provided each Fund will supply such additional capital in such amounts, if any, as determined by the Adviser. In the event one Fund is unable to fund its share of additional capital (e.g., in the event such Fund does not have sufficient available capital), the other Fund may be obligated to fund more than its share of such amount. In such event, one Fund will gain greater exposure to such investment than may have been intended and the other Fund will be diluted in such investment. The returns of each Fund may be negatively impacted as a result of the foregoing. Investments by more than one Fund in a portfolio company also raise the risk of using assets of a Fund to support positions taken by another Fund, or that a Fund may remain passive in a situation in which it is entitled to vote.

There have in the past and may in the future be differences in timing of entry into, or exit from, a portfolio company for reasons such as differences in strategy, existing portfolio or liquidity needs. In addition, where more than one Fund invests in the same portfolio company, there can be no assurance that such parties will dispose of investments at the same time or on the same terms. Investments disposed of at different times will likely be disposed of at different valuations and, as a result, each Fund may realize different returns as compared to the same investment held by another Fund. These variations in timing may be detrimental to a Fund. At the same time, if the Adviser determines it is advisable for a Fund to exit an investment at the same time as another Fund, the term of which may expire sooner than the former Fund's, such Fund may dispose of its interest earlier than it ordinarily would have and may, as a result, experience lower returns than it otherwise may have earned on such investments. In addition, investors may receive different consideration (for instance, investors in one Fund may receive cash whereas investors in another Fund may be provided the opportunity to receive distributions in-kind), which may impact the realized return ultimately received by each Fund.

Finally, in certain circumstances, if more than one Fund is participating in an investment, one Fund may bear more than its pro rata share of expenses relating to such investment if the other Fund or Funds does not have the resources to bear such expenses (including, for instance, as a result of insufficient reserves and/or the inability to call capital to cover such expenses).

In such circumstances described above, the Adviser could take steps to reduce the potential conflicts of interest between the various Funds, including causing a Fund to take certain actions that, in the absence of such conflict, it would not take (e.g., a Fund may divest itself of an asset it otherwise may have retained, the Adviser may establish information barriers, certain matters may be referred to an advisory committee or a third party, or a Fund may only invest in securities that the Adviser believes would align the interests with other investing Funds). Any such steps could have the effect of benefiting one Fund or the Adviser at the expense of another Fund.

The application of a Fund's Governing Documents and the Adviser's policies and procedures are expected to vary based on the particular facts and circumstances surrounding each investment by

two or more Funds in different classes of an issuer's capital structure (as well as across multiple issuers or borrowers within the same overall capital structure) and, as such, there may be a degree of variation and potential inconsistencies, in the manner in which potential or actual conflicts are addressed.

A Fund will, from time to time, invest in opportunities that other Funds have declined, and likewise, a Fund may decline to invest in opportunities in which other Funds have invested.

Funds have in the past invested and may in the future invest in companies in which an Operating Partner has previously made an investment. In such instances, the Operating Partner typically holds an equity interest in the company and will likely benefit from the Funds' investment.

Funds have in the past and may in the future invest in the securities of a public company in which personnel of the Adviser hold an interest. In certain instances (e.g., where a prior Fund invested in the securities of such company), the holdings of certain personnel of the Adviser may be substantial.

From time to time the Adviser enters into transactions with private equity, venture capital or other investment funds or managers (who also happen to be investors in one or more Funds), prospective investors in a Fund, co-investors, employees, business associates and other "friends and family" of the Adviser, its affiliates or their personnel or third parties to dispose of all, or "sell down" a portion of certain investments held by one or more Funds. In exercising its discretion to select the purchaser(s) of such investments, the Adviser complies with the requirements set forth in the Governing Documents of the applicable Fund(s), or to the extent not addressed in the Governing Documents of the applicable Fund(s), the Adviser considers some or all of the factors listed above under "*Allocation of Co-Investment Opportunities and Secondary Transactions*". The sales prices for such transactions will be mutually agreed to by the Adviser and such purchaser(s); however, determinations of sales prices involve a significant degree of judgment by the Adviser and the Adviser is not obligated to solicit competitive bids for such sales transaction or to seek the highest available price, which means the Adviser may not obtain the highest price for the transaction. Furthermore, subject to the Governing Documents, the Adviser may charge (or may decide not to charge) a purchasing party interest costs for the time period between the closing of the applicable Fund's investment in a portfolio company to the date of the transfer of interests in such portfolio company to the applicable purchasing party. There can be no assurance, in light of the performance of the investment following such a transaction, that such transaction will ultimately prove to be the most profitable or advantageous course of action for the applicable Fund(s).

The Funds will, from time to time, enter into equity commitment arrangements whereby, subject to any applicable documentation, a Fund agrees that upon the closing of a transaction with respect to a potential portfolio company, it will purchase equity securities in a transaction. Furthermore, in certain instances the Funds will also enter into (a) limited guarantee arrangements whereby, subject to any applicable documentation, a Fund agrees that if a transaction with respect to a potential portfolio company is not consummated, it will pay a percentage of the total value of the transaction as a "reverse termination fee" to the seller entity and (b) full guarantee arrangements where such Fund agrees to close a transaction even if the debt financing for such transaction is not available or has not been funded. While certain co-investment vehicles with investments

contractually tied to the Fund (including co-investment vehicles through which employees of the Adviser participate) are generally obligated to pay their proportionate share of the equity purchase price (whether pursuant to the applicable Funds' Governing Documents or otherwise), such co-investment vehicles are generally not direct parties to the equity commitment arrangements or limited guarantees and, in any event, are not obligated to pay their proportionate share of any reverse termination fee. Therefore, in the event that a co-investment vehicle defaults on an arrangement with the Fund to pay its proportionate share of the equity purchase price (if any) or such an arrangement does not exist, the Fund would be held responsible for the entire equity purchase price or other applicable obligations.

The Funds, from time to time, co-invest with third parties through partnerships, joint ventures or other similar entities or arrangements. These investments involve risks that would not otherwise be present in investments where a third party is not involved. Such risks include, among other things, the possibility that the third party may have differing economic or business goals than those of the Fund, or that the third party may be in a position to take actions that are inconsistent with the investment objectives of the Funds. There may also be instances where the Funds will be liable for the actions of such third-party co-investors. There can be no assurance that the return of a Fund participating in a transaction with a third party would be equal to and not less than that of another Fund's participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

#### *Cross-Transactions*

In certain cases, the Adviser will, from time to time, cause a Fund to purchase investments from another Fund or it will cause a Fund to sell investments to another Fund. Such transactions create conflicts of interest because, by not exposing such buy and sell transactions to market forces, a Fund may not receive the best price otherwise possible, or the Adviser might have an incentive to improve the performance of one Fund by selling underperforming assets to another Fund in order, for example, to earn fees. Additionally, in connection with such transactions, the Adviser, its affiliates and/or their professionals (i) will, from time to time, have significant investments, or intentions to invest, in the Fund that is selling and/or purchasing such an investment or (ii) otherwise have a direct or indirect interest in the investment (such as through certain other participations in the investment). The Adviser and its affiliates receive Advisory Fees or other fees in connection with their management of the relevant Funds involved in such a transaction, and generally are entitled to share in the investment profits of the relevant Funds.

Depending on the transaction structure, these transactions may disproportionately benefit the purchasing, selling, or merging Fund (or the Adviser as a result of its interests in a particular Fund), and one Fund may incur expenses or forego gains that would have been obtained had it not entered into such transaction. For example, the Adviser may be incentivized to support a less successful portfolio company of an older Fund by causing a newer Fund with a longer remaining term and investment period to purchase a part or all of such portfolio company in order to provide the Adviser additional time to potentially manage it to a successful exit and increase the likelihood of the Adviser or an affiliate's receiving Carried Interest. Conversely, the Adviser may be incentivized to sell an attractive investment in an older Fund to a newer Fund to increase the amount of fees received by the Adviser or an affiliate with respect to such an investment.

Determining the valuation or other terms of such transactions may also create a conflict of interest due to the Adviser's consideration of the particular terms (including the fee terms) of the Funds and the Adviser's interest in such Funds. Such acquisition or merger may result in the acquiring entity's purchasing a Fund's portfolio company at a valuation that is: (a) not the highest price than could have been obtained in the market had there been a robust sales process with multiple third party bidders or (b) higher than the value of the company, resulting in an overvaluation.

Under certain circumstances, the Adviser may wish to reduce the investment of one or more Funds in an investment and increase the investment of other Fund(s) in such investment, and may, therefore, effect such transactions by directing the transfer of such investment between such Funds or through any other transaction structure (for example, distribution of portfolio company interests from one Fund and contribution of such interests to another Fund). Any costs and expenses associated with any such transaction will be borne by such Funds in accordance with such Funds' Governing Documents and to the extent not addressed in the applicable Governing Documents, in accordance with an allocation that the Adviser deems in good faith to be fair and reasonable.

To address these conflicts of interest in connection with effecting such transactions, the Adviser will follow the Investment Allocation Requirements of the relevant Funds (*e.g.*, the Governing Documents of certain Funds may provide for the rebalancing of investments at certain times with any such Fund's parallel funds and/or for a transfer of an investment by one Fund to a co-investment vehicle thereof and, in each case, at a cost set forth in those documents so that the resulting ownership of investments among fund entities of such Fund is generally proportionate to the relative capital commitments of fund entities of such Fund). To the extent such matters are not addressed in the Investment Allocation Requirements, the Adviser's Chief Compliance Officer, in consultation with the Adviser's Chief Legal Officer, Chief Financial Officer, Conflicts Committee and/or Investment Committee and/or other relevant Adviser personnel, will be responsible for confirming that the Adviser (i) considers its respective duties to each Fund, (ii) determines whether the purchase or sale and price or other terms are comparable to what could be obtained through an arm's-length transaction with a third party on commercially reasonable terms (which may or may not involve a valuation agent or a third-party bid), and (iii) obtains any required approvals of the transaction's terms and conditions, including via the Fund's advisory committee, if applicable. There can be no assurance that any such conflicts can be resolved in a manner that is beneficial to each Fund or portfolio company, nor is there any assurance that such transaction will be equally or similarly profitable or advantageous to each participating Fund.

### *Principal Transactions*

Section 206 under the Investment Advisers Act regulates principal transactions among an investment adviser and its affiliates, on the one hand, and the clients thereof, on the other hand. Very generally, if an investment adviser or an affiliate thereof proposes to purchase a security from, or sell a security to, a client (what is commonly referred to as a "principal transaction"), the adviser must make certain disclosures to the client of the terms of the proposed transaction and obtain the client's consent to the transaction. In connection with the Adviser's management of the Funds, the Adviser and its affiliates may, in limited circumstances, engage in principal transactions. The Adviser has established certain policies and procedures to comply with the requirements of the Investment Advisers Act as they relate to principal transactions, including that disclosures required by Section 206 of the Investment Advisers Act be made to the Funds regarding



any proposed principal transactions and that any required prior consent to the transaction be received.

### *Continuation Transactions*

From time to time the Adviser may determine that it is in the best interest of a Fund holding an investment (the “selling Fund”) to transact with another Fund (the “purchasing Fund”) in order to provide the selling Fund’s investors with an option either to: (1) receive cash proceeds from the selling Fund’s sale or transfer of such portfolio company and/or (2) “roll” (i.e., retain) their interest in such portfolio company. These types of transactions are often referred to as “continuation transactions.” In connection with such continuation transactions, the Adviser may require the investors in the purchasing Fund to make an additional investment in a Fund or commit to invest a future Fund. In addition to those conflicts of interest described above under “*Cross Transactions*”, conflicts of interest arise in these continuation transactions because (i) the Adviser and its affiliates are charging investors in the purchasing Fund an Advisory Fee and Carried Interest (which economics are likely to be different than the selling Fund) and the transactions have the potential to result in the receipt of additional Advisory Fees and Carried Interest by the Adviser and its affiliates; (iii) the Adviser and Adviser Personnel are expected to have the ability to make material investments in the purchasing Fund, which may cause them to take actions that benefits the purchasing Fund; (iv) the Adviser is actively involved in negotiating the terms of the sale on behalf of the selling Fund, on the one hand, and the purchasing Fund, on the other hand (including allocation of expenses incurred in the transaction); and/or (v) because of the requirement for an investor in the purchasing Fund to make an investment in a Fund or a commitment to invest in a future Fund, which (a) incentivizes the Adviser to favor such investors because of the potential for the Adviser and its affiliates to earn additional Advisory Fees with respect to any such investment or commitment to invest, and (b) could affect the price such investors offer to purchase the asset from the selling Fund. Additionally, conflicts of interest arise in continuation transactions as a result of the allocation of fees and expenses, because fees and expenses will be incurred in connection with the transaction, and the Adviser might determine to allocate bankers’ fees and certain other fees and expenses solely to selling investors and not to the “rolling investors” or “new investors” in the purchasing Fund or vice versa.

To the extent not addressed in a Fund’s Governing Documents, the Adviser will address conflicts of interest that arise in connection with continuation transactions as set forth above under “*Cross Transactions*”, or, if applicable, “*Principal Transactions*.”

### *Management of the Funds*

The Adviser manages a number of Funds that have investment objectives similar to each other. The Adviser expects that it or its personnel will in the future establish one or more additional investment funds with investment objectives substantially similar to, or different (and potentially conflicting) from, those of the current Funds. The Adviser will, from time to time, give advice or take actions with respect to, the investments of one or more Funds that may not be given or taken with respect to other Funds with similar investment programs, objectives or strategies. As a result, Funds with similar strategies will not hold the same securities or achieve the same performance. In addition, a Fund generally may not be able to invest through the same investment vehicles, or have access to similar credit or utilize similar investment strategies as another Fund. These

differences will result in variations with respect to price, leverage and associated costs of a particular investment opportunity.

In addition, it is expected that personnel of the Adviser responsible for managing a particular Fund will have responsibilities with respect to other Funds managed by the Adviser, including funds that are raised in the future or to proprietary investments made by the Adviser and/or its principals of the type made by a Fund. Conflicts of interest can arise in allocating time, services or functions of these personnel. Adviser personnel have an incentive to allocate more time, services or functions to Funds from which such personnel derive a higher economic benefit and/or better-performing Funds.

The Adviser may consider, and reject an investment opportunity on behalf of one Fund and, the Adviser or an affiliate of the Adviser may subsequently determine to have another Fund make an investment in the same company. A conflict of interest arises because one Fund will, in such circumstances, benefit from the initial evaluation, investigation and due diligence undertaken by the Adviser on behalf of the original Fund considering the investment. In such circumstances, the benefitting Fund or Funds will not be required to reimburse the original Fund for expenses incurred in connection with researching such investment.

The Adviser may consider an investment opportunity for one Fund and then subsequently determine to have another Fund make the investment. In making any such reallocation determination, the Adviser will consider a variety of factors, including those set forth above under “*Allocation of Investment Opportunities*”. Conflicts of interest arise in connection with such a reallocation, including those set forth above under “*Allocation of Investment Opportunities*”. In addition, a conflict of interest exists because the investing Fund will benefit from the initial evaluation, investigation and due diligence undertaken by the Adviser on behalf of the original Fund for which the investment was initially considered. In certain cases, such reallocation determination may occur after a significant period of time has passed and the Fund to which the investment was originally allocated has incurred substantial out-of-pocket expenses in connection with evaluating, investigating and diligencing such investment. The investing Fund typically will not be required to reimburse the original Fund for such expenses. In the event that the investing Fund does reimburse the original Fund for out-of-pocket expenses incurred in connection with evaluating, investigating and diligencing such investment, the investing Fund typically will not pay interest on any such amounts reimbursed to the original Fund. Alternatively, if the investing Fund does pay interest on such amounts to the initial Fund, there can be no assurance any such interest will be paid over at the same time as such reimbursement or that the amount of such interest will be sufficient to compensate the original Fund for the time since it deployed capital to pay such expenses. The Adviser experiences conflicts of interest in connection with causing one Fund to incur expenses that may ultimately benefit another Fund (or fund advised by its affiliate), and similarly experiences conflicts of interest in determining the need for, calculating the amount of, and effecting any such reimbursement, as such arrangements may involve the discharge of a liability that one Fund (or fund of the Adviser’s affiliate) owes to another Fund, and in all such cases these determinations, calculations, and terms are not arm’s length arrangements and there can be no assurance that the allocation of such expenses is in the best interest of the Funds. There can be no assurance that the amounts reimbursed to the original Fund will be commensurate with the benefit received by the investing Fund.

In connection with evaluating a potential investment that is not consummated a Fund will incur broken deal costs. Such broken deal costs are, from time to time, rolled forward and capitalized into the following subsequent consummated transaction. In such cases, another Fund and new co-investors may participate with the original Fund in the subsequent consummated transaction. As a result, the other Fund (and/or new co-investors) that were not participating in the unconsummated transaction will under certain circumstances be responsible for bearing a portion of broken deal costs incurred by the original Fund.

In addition, the Adviser receives and generates various kinds of portfolio company data and other information, including related to or created in connection with financial, industry, market, business operations, trends, budgets, customers, suppliers, competitors, ESG and other metrics, financial information, commercial and transactional information, user data, cost data and related data or information, some of which is sometimes referred to as “big data.” This information may, in certain instances, include confidential and/or sensitive information received or generated in connection with efforts on behalf of one Fund’s investment (or prospective investment) in a portfolio company. As a result, the Adviser aims to be better able to anticipate macroeconomic and other trends and financial opportunities, enhance and improve operations of portfolio companies and otherwise develop investment strategies. The Adviser also intends to utilize such data for purposes of identifying new investments opportunities for the Funds. Information from a portfolio company owned by a Fund often enables the Adviser to better understand a particular industry and develop and execute investment strategies in reliance on that understanding for the Adviser and other Funds that do not own an interest in such portfolio company, without compensation or benefit to such Fund or its portfolio companies. Further, data are expected to be aggregated across the Funds and their respective portfolio companies and, in connection therewith, the Adviser is expected to serve as the repository for such data, including with ownership, use and distribution rights therein. The Adviser may, subject to its confidentiality obligations, also share data from a portfolio company of one Fund with a portfolio entity of another Fund, which may increase a competitive disadvantage for, and indirectly harm, such portfolio company. Portfolio companies may incur incremental expenses in collecting and organizing information requested or required to be furnished to the Adviser (which expenses are indirectly borne by the Funds). The Adviser has in the past and will in the future enter into information sharing and confidentiality arrangements with portfolio companies and other sources of information that may limit the internal distribution and use of such data. The Adviser will, in certain instances, use this information in a manner that may provide a material benefit to the Adviser, its affiliates, or to certain other Funds without compensating or otherwise benefitting the Fund or Funds from which such information was obtained. In addition, the Adviser may have an incentive to pursue investments in portfolio companies based on the data and information expected to be received or generated. Furthermore, except for (a) contractual obligations to third parties to maintain confidentiality of certain information or otherwise limit the scope and purpose of its use or distribution, (b) policies, practices and procedures designed to ensure confidentiality of trade secrets and (c) compliance with applicable data privacy laws, laws prohibiting insider trading, anti-competition laws and laws protecting national security interests, the Adviser is generally free to use data and information from a Fund’s activities in its sole discretion for the benefit of the Adviser and other Funds. The sharing and use of “big data” and other information present potential conflicts of interest and any benefits received by the Adviser or its personnel will not be subject to the Advisory Fee offset provisions

or otherwise shared with a Fund or its investors. The Adviser has in the past utilized and is likely in the future to utilize such information to benefit the Adviser, its Affiliates and/or certain Funds

The Adviser and its affiliates may also enter into formal or informal arrangements with portfolio investments to facilitate the sharing of data and/or data analytics. Subject to applicable legal, regulatory and contractual requirements, these information sharing arrangements are designed to allow the Adviser, the Funds and the Funds' portfolio companies to better discern economic or other trends and developments. The Adviser believes that all Funds benefit from these arrangements in ways that would be impossible without the ability to aggregate data from across the Adviser's businesses and the Funds' portfolio companies. However, information sharing may involve conflicts of interest between the Funds and/or between the Funds and the Adviser. For example, data analytics based on inputs from one portfolio company may inform business decisions by other portfolio investments, or investment decisions by the Adviser and its affiliates, without the source of the data being directly compensated. It is difficult, if not impossible, to measure exactly the benefits any particular entity receives from these kinds of arrangements, or to provide specific and direct monetary compensation for such information. Therefore, the Adviser and its affiliates may utilize such data outside of Fund activities in a manner that may provide a material benefit to the Adviser, without directly compensating or otherwise benefiting the Funds. As a result, the Adviser may have an incentive to pursue investments (on its own behalf or on behalf of the Funds) based on the data that may be accessible as a result of owning such investments, and/or to utilize such data in a manner that benefits the Adviser and/or investments held by other Funds.

#### *Follow-on Investments*

The financing of follow-on investments in a portfolio company of a Fund may present conflicts of interest, including the determination of the equity component and other terms of the new financing and the allocation of the investment opportunities in the case of follow-on investments by one Fund in a portfolio company in which another Fund has previously invested. In addition, a Fund will from time to time participate in releveraging and recapitalization transactions involving a portfolio company in which another Fund has already invested or will invest. Conflicts of interest arise, including determinations of whether existing investors in such portfolio company are being cashed out at a price that is higher or lower than market value and whether new investors are paying too high or too low a price for interests in such portfolio company or purchasing securities with terms that are more or less favorable than the prevailing market terms.

The follow-on investment opportunities in a portfolio company of one Fund may not be considered investment opportunities of another Fund. Additionally, in circumstances where one Fund participates in a follow-on investment in a portfolio company in which another Fund has previously invested, future follow-on investment opportunities in such portfolio company may not be considered investment opportunities of such subsequently investing Fund and may be allocated by the Adviser as described in "*Allocation of Investment Opportunities*" above, including by the Adviser to another Fund (other than such subsequently investing Fund), one or more investors of a Fund or third parties.

Furthermore, a conflict of interest also arises because a Fund that participates in a follow-on investment in a portfolio company held by another Fund will benefit from the initial evaluation,

investigation and due diligence undertaken by the Adviser on behalf of the original Fund and from operational or other information about such portfolio company acquired from the original Fund's ownership of interests in such portfolio company. In such circumstances, such benefitting Fund or Funds will not be required to reimburse the original Fund for expenses incurred in connection with researching such investment. An investment by a Fund in a portfolio company in which another Fund invests at a later stage may be made at a higher or lower valuation than the investment in such portfolio company by such other Fund and/or may be made in different securities or instruments than the securities or instruments acquired by the original Fund (including with respect to their relative seniority or rights, preferences or privileges), and an investment by another Fund in any such portfolio company may dilute the original Fund's interest in such portfolio company.

Additionally, the Adviser at times will make a follow-on investment in a portfolio investment because such follow-on investment protects the rights given to the investing Fund (or another Fund) previously or for reputational or strategic reasons, even when such follow-on investment's valuation has decreased since the original investment. These reputational benefits and protections will, from time to time, benefit and/or accrue to the investing Fund, other Fund and/or the Adviser, depending upon the circumstances.

#### *Conflicts Relating to the Adviser*

Officers, principals, employees and other related persons of the Adviser and its affiliates have made and are likely in the future to make capital investments in or alongside certain Funds (including making investments in securities of public and private issuers alongside Funds at different times or in non-pro rata amounts or in different classes or levels of the capital structure). Such persons, therefore, have additional conflicting interests in connection with these investments.

By reason of their responsibilities in connection with other activities of the Adviser or other unrelated personal activities or relationships, certain officers, principals, employees and other related persons of the Adviser may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Funds will not be free to act upon any such information. Due to these restrictions, the Funds may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

In addition, Funds from time to time invest in securities of companies in which officers, principals, employees and other related persons of the Adviser and its affiliates have previously invested for their own accounts. Furthermore, Adviser personnel and other related persons of the Adviser and its affiliates from time to time invest for their own accounts in securities of companies in which the Funds have previously invested. In addition, Funds participating in the same investment may dispose of all or part of their interest in such investment at different times and/or in different manners (for example, one Fund may sell its securities in a portfolio company while another Fund simultaneously distributes such company's securities to its investors in-kind or continues to hold the security). There can be no assurance that the return of a Fund participating in a transaction would be equal to and not less than another Fund participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

The Adviser, certain of its affiliates, and shareholders, employees or other personnel of the Adviser (or any member of the family/household of such member, employee or personnel) have in the past and may in the future transact in securities or other instruments that the Adviser has recommended to Funds. In addition, the Adviser, certain of its affiliates, and members, employees or other personnel of the Adviser (or any member of the family/household of such member, employee or personnel) may be permitted to buy or sell securities in transactions offered to but rejected by the Funds or in transactions of companies similar to those targeted by the Funds. In such circumstances, the investing Adviser personnel will not share or reimburse the relevant Fund(s) and/or the Adviser for any expenses incurred in connection with the investment opportunity. In addition, officers and employees and members of their family/household may also buy securities in other investment vehicles (including private equity funds, venture capital funds, hedge funds, real estate funds and other similar investment vehicles) which include potential competitors of the Funds (including investments for purposes of sourcing future investment opportunities). In the event Adviser Personnel make an investment with the intent to source future investments for the Funds, there is a greater likelihood that the Funds will make investments in the same portfolio companies in which Adviser Personnel directly or indirectly hold an interest as described above. The transactions described above are subject to the policies and procedures set forth in the Adviser's Code of Ethics, and investors will not benefit from any such investments. Also, the potential exists for personal securities transactions by Adviser personnel to generate significantly higher investment returns to such personnel than any of the Funds' investment transactions generate for their own investors.

Officers, principals and employees of the Adviser have family members that are actively involved in industries and sectors in which the Funds invest or have business, personal, financial or other relationships with companies in such industries and sectors (including service providers described below) or other industries, which gives rise to conflicts of interest. For example, such family members might be officers, directors, personnel or owners of companies which are actual or potential investments of the Funds or other counterparties of the Funds and the portfolio companies. Moreover, in certain instances, the Funds or the portfolio companies may purchase or sell companies or assets from or to, or otherwise transact with companies that are owned by such family members or in respect of which such family members have other involvement. The fees for services provided by such service providers may or may not be at the same rate charged by other third-party service providers and the Adviser is not required to select service providers who may have lower rates (or to engage in any benchmarking of such fees). In most such circumstances, the Funds' Governing Documents will not preclude Funds from undertaking any of these investment activities or transactions.

From time to time, officers, principals and employees of the Adviser invest in funds or other entities managed by limited partners of a Fund, which could incentivize such Adviser Personnel to afford such limited partner preferential or favored treatment, such as, for example, increased access to co-investment opportunities, and could create conflicts of interest to the extent such other funds compete with a Fund for investment opportunities or invest in competing portfolio companies.

#### *Fee Structure*

Because the Advisory Fee may be payable through liquidation of a Fund and there is a fixed

investment period after which capital from investors in the Funds can only be drawn down in limited circumstances and because Advisory Fees with respect to a future Fund may, at certain times during the life of such a Fund, be based upon capital invested by such a Fund, this fee structure could create an incentive to defer the realization of investments and/or deploy capital when the Adviser would not otherwise have done so. In addition, the valuation of partially realized or unrealized investments from time to time may be zero or close to zero.

The Adviser has discretion in determining whether and when an investment has been permanently written down, which would impact the calculation of Advisory Fees if the Advisory Fees with respect to a Fund is calculated based on invested capital, which would be reduced by any investments that are permanently written down. A conflict of interest would then exist because the Adviser would have an incentive to refrain from or delay permanently writing down investments in order to ensure the Advisory Fee base does not decrease, which would result in higher Advisory Fees ultimately paid to the Adviser. In general, the Adviser evaluates several criteria in determining whether to permanently write down an investment, including, without limitation, how long the investment has been held, length of time the investment has been marked down, materiality or markdown, anticipated holding period of the investment, volatility in valuation, impact of market conditions on valuation, other valuation methodologies showing increased valuations, and anticipated recovery path for the investment. The Adviser may change these criteria in its sole discretion from time to time and the Adviser has flexibility in determining the applicability and weight of these factors and has ultimate discretion in determining whether an investment should be permanently written down. As a result, the Adviser is permitted to determine that even extremely distressed investments should not be permanently written down. There can be no assurance that an investment, in hindsight, should have been permanently written down or should have been permanently written down at an earlier date.

Additionally, as discussed above in Item 6, the Adviser will be entitled to Carried Interest under the terms of the Governing Documents of the Funds. The existence of the Adviser's Carried Interest creates an incentive for the Adviser to cause such Funds to make more speculative investments than it would otherwise make in the absence of performance-based compensation. However, the investment made by the Adviser or its affiliates in a Fund and the clawback obligation of the Adviser (as described below) reduces the incentive to make speculative investments or otherwise time the sale of an investment in a manner motivated by the personal benefit of the Adviser's personnel.

Pursuant to the Governing Documents, the Adviser may be required to return excess amounts of Carried Interest as a "clawback." This clawback obligation may create an incentive for the Adviser to defer disposition of one or more investments or delay the liquidation of a Fund if the disposition and/or liquidation would result in a realized loss to the Fund or would otherwise result in a clawback situation for the Adviser.

In addition, the Adviser is incentivized to hold on to investments that have poor prospects for improvement in order to receive, potentially, a more likely or larger Carried Interest distribution if such asset's value appreciates in the future. This incentive is increased by the presence of the clawback obligation of the Adviser.

Pursuant to the Governing Documents, the Adviser may elect to receive distributions in-kind. The Adviser is particularly incentivized to receive distributions in-kind of securities that it expects to increase in value, and in cases where the increase occurs, if the limited partners received cash distributions instead of in-kind distributions, the limited partners will be denied the benefits of that increase had the Fund retained the securities and the Adviser will receive more value from the securities than it would have had its Carried Interest been paid in cash.

Pursuant to the Governing Documents, the Adviser may elect to receive its Carried Interest in the form of an in-kind distribution of securities of a portfolio company, including for purposes of permitting one or more Adviser personnel to donate such securities to charity (which may include private foundations, fund or other charities so chosen by such personnel). Any tax efficiencies to such Adviser personnel associated with this form of charitable giving may have the effect of reinforcing or enhancing the Adviser's incentives otherwise resulting from the existence of its Carried Interest and, therefore, the Adviser may have a conflict of interest in making decisions on behalf of the Funds (including, for instance, the timing of disposition of investments).

#### *Fund Level Borrowing*

The Funds from time to time borrow funds or enter into other financing arrangements for various reasons, including to pay fund expenses, management fees or organizational expenses, to make or facilitate new or follow-on investments (including borrowings pending receipt of capital contributions from investors), to make payments under hedging transactions, and/or to cover any shortfall resulting from an investor's default or exclusion. If a Fund borrows in lieu of calling capital to fund the acquisition of an investment, the borrowing would be used for all limited partners in such Fund on a pro-rata basis, including the general partner. The Funds will also utilize subscription facilities to benefit co-investment parties and/or joint venture partners. For example, a Fund has in the past and may in the future borrow to fund a co-investment party's and joint venture party's pro rata share of an investment or expense related to an investment. While the Adviser expects that all parties participating in an investment (including the general partner and any co-investment party and/or joint venture partner) will bear their pro rata share of the interest expenses but not necessarily origination and other costs allocable to the extension of credit, the Fund will bear a disproportionate amount of the credit risk in incurring the debt on behalf of the other parties. Certain parties participating in an investment (including the general partner and any co-investment party and/or joint venture partner) are generally expected to bear their pro rata share of expenses relating to the subscription facility used for making an investment (including, without limitation, interests expenses, origination and other costs). Notwithstanding the foregoing, the Fund may bear a disproportionate cost in connection with the extension of credit.

In addition, credit facilities for certain Funds are available to provide borrowed funds directly to the portfolio companies of such Funds, in which case such borrowed funds would be guaranteed by such Funds. In such instances the Funds would bear the sole liability for the borrowed funds in the event of a default, and as a result, such portfolio company and any of its other investors (including direct investments by the general partner and any co-investor, including employee co-investment vehicles) benefit from the credit risk taken by the Fund's guarantee.

To the extent a Fund uses borrowed funds in advance or in lieu of capital contributions, the Fund's investors generally make correspondingly later capital contributions, but the Fund will bear the



expense of interest on such borrowed funds. As a result, the Fund's use of borrowed funds will impact the calculation of gross and/or net performance metrics (to the extent that they measure investor cash flows) and generally make gross and/or net IRR calculations higher than they otherwise would be without fund-level borrowing as these calculations generally depend on the amount and timing of capital contributions. It is expected that the interest will accrue on any such outstanding borrowings at a lower rate than any preferred return, which will begin accruing when capital contributions to fund such investments, or repay borrowings used to fund such investments, are actually made to the relevant Fund. Thus, while the Fund will bear the expense of borrowed funds, such borrowings can also accelerate the timing of the Carried Interest received by the Adviser or will result in the Adviser's receiving Carried Interest earlier than it would otherwise have by decreasing the amount of distributions from the Fund that are required to be made to Fund investors in satisfaction of any return threshold. The Adviser, therefore, has a conflict of interest in deciding whether to borrow funds because the Adviser may receive disproportionate benefits from such borrowings.

To the extent a subscription facility is due upon demand by a lender (such as upon an event of default or otherwise), such a demand may be issued at an inopportune time at which liquidity is generally constrained, potentially resulting in greater defaults as a result of such liquidity constraints and/or investors facing similar capital calls in multiple funds and being unable to satisfy all such demands simultaneously. The batching of capital calls may amplify the magnitude of potential defaults by investors as a result of there being fewer but larger capital calls. Moreover, the existence of a subscription facility may impair an investor's ability to transfer its interest in a Fund as a result of restrictions imposed on such transfers by the lender.

Borrowing by a Fund will generally be secured by capital commitments made by the limited partners to such Fund and/or by such Fund's assets, and documentation relating to such borrowing may provide that during the continuance of a default under such borrowing, the interests of the investors may be subordinated to such Fund-level borrowing. Moreover, tax-exempt investors should note that the use of borrowings by the Fund may cause the realization of Unrelated Business Taxable Income.

The use of Fund-level borrowings will differ based on available credit facility capacity and contractual terms applicable to each Fund and each such credit facility. Therefore, as the subscription credit facilities utilized by the Funds may have different terms, while the Funds may be invested in the same investment, and while the valuation of such investment would be consistently determined pursuant to the relevant Governing Documents, the investment return can, in certain circumstances, differ among the Funds as a result.

#### *Operating Partners and Other Providers of Operations Support*

The Adviser, the Fund and the portfolio companies have retained and in the future expect to retain other companies and individuals ("Operating Partners"), which may be employees and former employees of the Adviser, affiliates of the Adviser, employees of such affiliates, portfolio companies of the Funds, third-party consultants (including specialized consultants, advisers, industry specialists, finders, external executives industry advisory roundtable members and similar professions), or "operating partners". The Operating Partners are engaged to provide operational support, due diligence, research, industry and sector expertise, specialized operations and

consulting services and similar or related services to the Funds, or in connection with, one or more portfolio companies or prospective portfolio companies in relation to the identification, acquisition, holding, improvement and disposition of such portfolio companies and from time to time also provide “front office” functions with respect to a Fund, such as sourcing or other investment-related functions (“Operations Support Services”). These services may be high-level insight, or extensive day-to-day roles, and may include support to the general partner on behalf of the Funds, or portfolio companies regarding, among other things, a portfolio company’s management (including serving in management positions or participating in determining corporate strategy), a portfolio company’s supply chain, revenue and margin management (including determining sales/marketing strategy and retail strategy), data intelligence, finance (including generating metrics and reporting and business restructuring), human capital management (including recruiting personnel and determining executive/incentive compensation), information technology, corporate communications, customer service, sustainability (including, strategy, policy and reporting development), real estate matters and similar operational matters. It is possible that the services provided by the Operating Partners could expand over time. The nature of the relationship with each such Operating Partner and the time devotion requirements of each such Operating Partner may vary significantly. Certain Operating Partners may be subject to contractual obligations to exclusively provide certain services to the Funds and/or the portfolio companies. These arrangements may be memorialized in a formal written agreement or may be informal and are negotiated individually, depending upon the anticipated Operations Support Services to be provided. In certain cases, Operating Partners have attributes of Adviser personnel (for instance, they may receive Adviser administrative support services, participate in general meetings or events for Adviser personnel, have Adviser e-mail addresses), even though they are not employees, affiliates or personnel of the Adviser. Operating Partners will from time to time be offered the ability (or may have a preferred right) to co-invest alongside Funds or may be offered the opportunity directly by a portfolio company to invest in such company, including in investments in which such Operating Partner is involved or participates in the management thereof.

Pursuant to the Governing Documents of the Funds, fees, compensation (including, without limitation, directors’ fees and consulting fees), expenses and attributable overhead associated with Operations Support Services (collectively, “Operations Expenses”) are paid and/or reimbursed by the Adviser and its affiliates, portfolio companies and/or the Funds. Operations Expenses (including Operations Expenses incurred in connection with an Operating Partner that is an affiliate or employee of the Adviser or its affiliates) may include reimbursement of an allocable portion of an affiliated Operating Partner’s compensation (including, without limitation, salary, bonus, payroll taxes and benefits (including vacation time and sick leave)) and overhead (including, without limitation, rent, property taxes and utilities allocable to the workspaces), a profits or equity interest in the Fund and/or portfolio company or other incentive-based compensation to the Operating Partner. To the extent services may be provided for the benefit of a Fund, without reference to a particular portfolio company, Operations Expenses incurred in connection with such services could be borne by the Fund. In such circumstances, such amounts fees or other compensation received by such persons will typically be retained by such persons and will not be deemed paid to or received by the Adviser and its affiliates and such amounts will not typically be subject to the sharing arrangements described above and will not benefit the Fund or its investors (subject to the terms of the applicable Governing Documents). Operations Expenses borne by the Funds and/or portfolio companies will typically not be offset against the Advisory Fees described in Item 5 above. The determination of whether an expense of an Operating Partner

is paid by a portfolio company or a Fund will be made by the Adviser in its sole discretion. The Adviser's determination as to whether a service is an Operating Partner service, the categorization of any fees and expenses and the allocation of such fees and expenses shall be binding on the Funds and their investors. Over time, certain existing and former employees of the Adviser (including senior personnel) have in the past and are in the future likely to transition to an Operating Partner role, which will shift the burden of compensation of such persons from the Adviser to the applicable Fund and/or its portfolio companies and any fees received by such persons will not reduce the Advisory Fee. In the event an Operating Partner is paid an annual retainer, the value provided to the relevant Fund and/or portfolio company by such Operating Partner may vary year to year and there can be no assurance that the annual retainer paid will be commensurate with the value provided by such Operating Partner. It may be difficult to distinguish services provided by the Operating Partners from the investment advisory services provided to the Funds by the Adviser and its affiliates. Operating Partners will, from time to time, be offered the ability to invest in a Fund or in a particular investment as a co-investor on preferred economic terms (including on a no-fee/no-carry basis).

Although the use of Operating Partners and allocation of Operations Expenses paid to them may subject the Adviser and its affiliates to potential conflicts of interest, the Adviser believes any such potential conflicts of interest are mitigated by the expected savings to the portfolio companies (and, in turn, the relevant Fund(s)) that will be applied if the cost of the Operating Partner is lower than market rates for the services provided, or if the services provided by the Operating Partners are consistent with the business strategy the Adviser has for the relevant portfolio company.

#### *Diverse Membership*

The investors in the Funds include U.S. taxable and tax-exempt entities and institutions from jurisdictions outside of the United States. Such investors often have conflicting investment, tax and other interests with respect to their investments in a Fund. The conflicting interests among the investors generally relate to or arise from, among other things, the nature and timing of investments made by a Fund, the structuring of the making of portfolio investments and the timing of the disposition of portfolio investments. As a consequence, conflicts of interest arise in connection with decisions made by the Adviser or its affiliates, including with respect to the nature or structuring of portfolio investments, that are more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for a Fund, the Adviser and its affiliates will consider the investment and tax objectives of the applicable Fund, not the portfolio investment, tax or other objectives of any investor individually.

#### *Limited Access to Information*

Investors' rights to information regarding the Funds will be specified, and strictly limited, in the Governing Documents. In particular, it is anticipated that the Adviser will obtain certain types of material information from a Fund's portfolio investments that will not be disclosed to investors because such disclosure is prohibited by contractual, legal or similar obligations outside of the Adviser's control. Decisions by the Adviser to withhold information may have adverse consequences for investors in a variety of circumstances. For example, an investor that seeks to transfer its interests may have difficulty in determining an appropriate price for such interests.

Decisions to withhold information also may make it difficult for investors to monitor the Adviser and its performance. Additionally, it is expected that investors who designate representatives to participate on a Fund's advisory committee will, by virtue of such participation, have more information about a Fund and such Fund's portfolio investments in certain circumstances than other investors generally and will be disseminated information in advance of communication to other investors generally. Finally, investors who participate in certain Funds formed primarily for investors that are individuals and their personal investment vehicles will have more limited information rights than investors that participate in other Funds that invest in parallel with such first Fund.

#### *Business with and Among Portfolio Companies and Investors and Prospective Investors*

Given the collaborative nature of the Adviser's business and the portfolio companies in which the Funds have invested, there are often situations where the Adviser is in the position of recommending the services of a portfolio company to other portfolio companies of the Funds, which may involve fees, commissions, servicing payments and/or discounts to the Adviser, an affiliate or a portfolio company. The Adviser will generally have a conflict of interest in making such recommendations in that the Adviser has an incentive to maintain goodwill between it and the existing and prospective portfolio companies for the Funds, while the products or services recommended may not necessarily be the best available to the portfolio companies held by the Funds. The benefits received by a portfolio company providing a service may be greater than those received by the Fund(s) and its portfolio companies receiving the service.

Portfolio companies controlled by a Fund have in the past, are currently, and are likely from time to time in the future, provide services to the Adviser, certain Fund investors or prospective investors. This creates a conflict of interest, as the Adviser has an incentive to attempt to influence the portfolio company to favor itself, or those investors or prospective investors relative to other portfolio company clients or customers in terms of pricing or otherwise, which could adversely affect the portfolio company's profitability to a Fund. Additionally, the portfolio company could recommend to its clients or customers that they invest in a Fund.

Current and former founders and prospective founders, officers and executives and other affiliates of portfolio companies have in the past and are expected in the future to invest in a Fund. While the Adviser believes this aligns portfolio company management teams and other affiliates with the best interests of the Fund, the Adviser may, in certain circumstances, be incentivized to take (or refrain from taking) certain actions with respect to a portfolio company in order to maintain the goodwill with such portfolio company management team investor or other affiliate of the portfolio company that is an investor in a Fund such that they continue to invest in the Funds, among other reasons.

In certain instances, a Fund's portfolio company competes with, is a customer of, or is a service provider to, another Fund's portfolio company. In providing advice to a portfolio company's business, the Adviser may consider the interests of one portfolio company or Fund and is not obligated to, and need not, take into consideration the interests of other relevant portfolio companies or Funds. As a result, a conflict of interest may arise in these instances because advice and recommendations provided by the Adviser to a portfolio company may have adverse consequences to a separate portfolio company owned by another Fund. The performance and

operations of a competitor, customer or service provider portfolio company could conflict with, and adversely affect the performance and operations of another portfolio company, or could adversely affect prices, business opportunities or potential acquisition opportunities. For instance, a portfolio company may seek to expand its market share at the expense of another portfolio company, withdraw business from another portfolio company in favor of another company offering the same product or service at a lower price, increase its own prices, purchase assets from, or sell assets to, another portfolio company, commence litigation against another portfolio company or prevent one portfolio company from commencing litigation against another portfolio company.

From time to time a Fund's portfolio company will be a counterparty to or participant in agreements, transactions or other arrangements with other portfolio companies of such Fund or other Funds. These agreements, transactions and other arrangements will involve payment of fees and other amounts, none of which will result in any offset to the Advisory Fee. Such agreements, transactions and other arrangements will generally be entered into without the consent or direct involvement of the Funds and/or the Adviser or the consent of any advisory committee.

In addition, certain portfolio companies controlled by a Fund may engage in activities that could adversely affect another Fund and/or its portfolio company, including, for instance, as a result of laws and regulations or certain jurisdictions (such as bankruptcy, environmental, consumer protection and/or labor or union laws) that may not recognize or permit the segregation of assets and liabilities between separate entities. Such jurisdictions may also allow for recourse against assets that are under common control with, or part of the same economic group as the entity that has incurred the liability. This may result in the assets of a Fund and/or a portfolio company's being used to satisfy the obligations or liabilities of another Fund or its portfolio company.

The Adviser and/or its affiliates may engage in business opportunities arising from a Fund's investment in a portfolio company (for example, without limitation, entering into a joint venture with a portfolio company or making a proprietary investment in a portfolio company). This creates a conflict of interest, as such interests are a benefit arising from the Fund's investment and may vary from the applicable Fund's interest (*e.g.*, whether to make a follow-on investment and, if so, how much should be allocated to the Fund).

In addition, the Adviser has in the past, and may in the future cause a Fund to enter into a transaction with a portfolio company of the Fund or another Fund, including purchasing an asset from, or selling an asset to, a portfolio company. This creates a conflict of interest as the interests of the purchasing or selling Fund differ from those of the counterparty portfolio company.

A Fund's portfolio companies may be counterparties to or participants in agreements, transactions or other arrangements with portfolio companies of other Funds managed by the Adviser. The Adviser may, from time to time, facilitate introductions between the Funds' portfolio companies to create business opportunities between them if the Adviser believes that one may be in need of services of the kind provided by the other. Additionally, the Adviser may have, from time to time, agreements, transactions or other arrangements with the Funds' portfolio companies which may not have otherwise been entered into but for the affiliation with the Adviser, and which may provide economic or other benefits to affiliates of the Adviser that are not subject to the Advisory

Fee offset provisions described herein. For example, the Adviser may cause portfolio companies to enter into agreements regarding group procurement (which may depend on the volume of services purchased under these agreements and which may be pooled across multiple portfolio companies and discounted due to scale), benefits management, data management and/or mining, technology development, purchase or title and/or other insurance policy (which may be pooled across multiple portfolio companies and discounted to scale) and other similar operational initiatives that may result in fees, better pricing, rebates, servicing payments, commissions or similar payments and/or discounts being paid to the Adviser, its affiliates or a portfolio company, including related to a portion of the savings achieved by the portfolio company. While the Adviser may have a conflict of interest because its economic benefit may incentivize the Adviser to maintain such arrangements, the Adviser believes that such agreements benefit the portfolio companies due to increased access to quality products and services at beneficial pricing and the Adviser's benefits from such arrangements are reduced because the Adviser only benefits at the same rate as the portfolio companies. However, it should not be assumed that a company related to, or otherwise affiliated with the Adviser will take actions that are beneficial only to, or not opposed to, the interests of a Fund and its portfolio companies.

Certain members of a Fund's advisory committee or Adviser personnel are, or in the future may be, officers or directors of, serve on the investment committees of, or otherwise be affiliated with, investors in a Fund. The Adviser will from time to time utilize the services of investors and their affiliates on an arm's length basis with commercially reasonable terms, as it deems appropriate.

The Adviser and its affiliates have in the past and may in the future hire part-time or full-time employees (including interns and secondees) who are relatives of, or are otherwise associated with an investor, portfolio company, former portfolio company, investment target, general partners or employees of the Adviser or service provider. Although the Adviser uses commercially reasonable care to mitigate any potential conflicts of interest with respect to each particular situation, there is no guarantee the Adviser can control all such conflicts of interest and there may be a continuing appearance of or an actual conflict of interest (including, for instance, preferential hiring practices).

While less common, from time to time a Fund could hold an investment in a different layer of the capital structure than an investor or another party with which the Adviser has a material relationship, in which case the Adviser could have an incentive to cause the Fund or the portfolio company to offer more favorable terms to such parties (including, for instance, financing arrangements).

#### *Service Providers*

Services required by a Fund (including some services historically provided by the Adviser or its affiliates to the Funds) may, for certain reasons including efficiency and economic considerations, be outsourced in whole or in part to Third Parties or licensed software, in each case at the sole discretion of the Adviser or its affiliates. This can create a conflict of interest because the Adviser and its affiliates have an incentive to outsource such services at the expense of the Funds to, among other things, leverage the use of Adviser personnel. Such services may include, without limitation, deal sourcing, asset management, information technology, licensed software, depository, data processing, client relations, administration, custodial, marketing and marketing-reviews, accounting, valuation, trading, legal, human resources, client services, compliance, corporate

secretarial and tax support, director services and other similar services. Outsourcing may not occur universally for all Funds, and accordingly, certain costs may be incurred by a Fund for a third-party service provider that are not incurred for comparable services by other Funds. The decision by the Adviser to initially perform a service for a Fund in-house does not preclude a later decision to outsource such services (or any additional services) in whole or in part to a third-party service provider or licensed software in the future, and the Adviser has no obligation to inform such Funds or investors of such change. Such services may also supplement or be performed alongside services performed by the Adviser. In addition, certain internal service providers (such as internal accountants) may “shadow” or otherwise review the reports of other services provided by such Third Parties. The costs and expenses of any such third-party service providers will be borne by the relevant Funds.

If a service provider provides services to a Fund on the property of the Adviser, such Fund may, also be responsible for any overhead, rent or other fees, costs and expenses charged by the Adviser in connection with an on-site arrangement.

The Adviser and/or its affiliates, in its sole discretion, engage certain service providers to provide services to the Adviser, the Funds and/or the portfolio companies, including but not limited to services during the due diligence and acquisition process. Such service providers or their affiliates are, in certain circumstances, investors in a Fund or affiliates of such investors and may include, for example, accountants, administrators, lenders, investment or commercial bankers, brokers, outside legal counsel, pension consultants, sourcing persons and/or other investors who provide services (including mezzanine and/or other lending arrangements). The engagement of any such service provider may be concurrent with an investor’s admission to a Fund, or during the term of such investor’s investment in the Fund. This creates a conflict of interest, as the Adviser may give such investor preferred economics or other terms with respect to its investment in a Fund, enhanced information or may have an incentive to offer such investor co-investment opportunities that it would not otherwise offer to such investor. Additionally, payments to investment bankers for buy-side advisory services and sell-side engagements rendered for a Fund will be borne by such Fund or its portfolio companies. Such service or engagement may not only benefit the Fund or portfolio company for which the service was rendered, but may also advance the relationship between the Adviser and the investment banker, which in turn could benefit other Funds, their portfolio companies and the Adviser.

In addition, the Adviser will have a conflict of interest in recommending the retention or continuation of a service provider to the Funds or a portfolio company if such recommendation, for example, is motivated by a belief that the service provider will continue to invest in Funds or will provide the Adviser information about markets and industries in which the Adviser operates, will provide other services that are beneficial to the Adviser and/or will provide financial sponsorship of events held by the Adviser (such as transaction closing dinners or outings or other corporate hospitality, or information summits or training events for the Adviser or portfolio company personnel). The Adviser generally has an incentive to recommend the products or services of certain investors or prospective investors in the Funds, certain Third Parties or their related businesses to the Funds or their portfolio companies for use or purchase even though the products or services recommended may not necessarily be the best available to the Funds or the portfolio companies.

The Adviser generally may in its discretion contract directly with, or recommend to a Fund or to a portfolio company thereof (in response to a solicitation for a recommendation or otherwise) that it contracts for services with, a related person of the Adviser or an affiliate (including but not limited to a portfolio company of a Fund). When making such a recommendation, the Adviser, because of its financial or other business interest, has an incentive to recommend the related or other person even if another person is more qualified to provide the applicable services and/or can provide such services at a lesser cost, creating a conflict of interest.

Additionally, former Adviser employees may also become employees, officers or directors of, or otherwise be engaged by, third-party service providers that provide services to the Adviser, the Funds and/or portfolio companies. While employed by the Adviser, the cost of the compensation, benefits and attributable overhead provided to these individuals are paid by the Adviser unless a Fund's Governing Documents permit certain allocations of internal expenses to the Fund. If a former Adviser employee becomes an employee or consultant of a third party that also provides services to a Fund, such former Adviser employee may be assigned by such third party to provide services to that account. In such instance, the cost of the third-party service provider attributable to the former Adviser employee working on the Fund will be borne entirely by the Fund and no such amounts will reduce the management fee paid or the carried interest distributed by such Fund on the basis that such person used to be a former Adviser employee.

Certain other service providers to the Adviser, the Funds and/or the portfolio companies, or affiliates of such service providers, may also provide goods or services to or have business, personal, financial or other relationships with the Adviser, its affiliates or their respective portfolio companies and employees of the Adviser. Additionally, employees of the Adviser or its affiliates and/or their family members or relatives have in the past and may in the future have ownership, employment, or other economic or other interests in certain service providers. Such service providers (or their employees) may also source investment opportunities, be co-investors in or commercial counterparties to, or entities in which the Adviser and/or the Funds have an investment, and payments by a Fund and/or such portfolio companies may indirectly benefit the Adviser and/or such Fund. These relationships can influence the Adviser in determining whether to select, or recommend such service provider to perform services for a Fund or a portfolio company. Although the Adviser selects service providers that it believes will enhance portfolio company performance (and, in turn, the performance of the relevant Fund(s)), there is a possibility that the Adviser, because of financial, business interest, or other reasons, may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. While the Adviser often does not have visibility or influence regarding advantageous service rates or arrangements, there may be situations in which the Adviser receives more favorable service rates or arrangements than the Funds or their portfolio companies.

The Funds may pay a fee to an investment bank with respect to a particular transaction which fee may, in whole or in part reflect a payment to the investment bank for finding deals for the Adviser and the Funds in the future. As a result, the Fund paying the fee to the investment bank may not receive the benefit of the future deals sourced by the investment bank and the other Fund to which a deal is allocated will not be required to reimburse the paying Fund for such fee.



Investors may be introduced to the Adviser, or may be brought into a Fund, by a third-party consultant from which the Adviser or a related person purchases products and to which the Adviser or a related person may make payments, including in connection with conferences sponsored or hosted by the third-party consultant.

The Adviser, its personnel, the Funds and the portfolio companies of the Funds often engage other common service providers and consultants. In certain circumstances, the service provider or consultant may charge varying rates or engage in different arrangements for services provided to the Adviser, its personnel, the Funds and/or the portfolio companies. As a result, the Adviser or its personnel may receive more favorable rates on services provided to it by such a common service provider or consultant than the rates payable by the Funds and/or the portfolio company, or the Adviser's receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser or no discount. This would create a conflict of interest between the Adviser and its personnel, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers or consultants, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it or its personnel receive a benefit from such service providers or consultants, such as lower fees or discounts, that it would not receive absent the engagement of such service provider or consultant by the Funds and/or the portfolio companies. Moreover, the Funds or the portfolio companies may sometimes pay higher rates or amounts than the Adviser would for such services. Neither the Funds nor investors in the Funds will receive the benefit of any such favorable rate or discount provided to the Adviser, its personnel or its affiliates, and the Advisory Fee paid by any Fund will not be reduced in connection with such favorable rate or discount.

In addition, service providers often charge varying amounts or may have different fee arrangements for different types of services provided. For instance, fees for various types of work often depend on the complexity of the matter, the expertise required and the time demands of the service provider. As a result, to the extent the services required by the Adviser or its affiliates differ from those required by the Funds and/or its portfolio companies, the Adviser and its affiliates will pay different rates and fees than those paid by the Funds and/or its portfolio companies.

In certain circumstances where the Adviser commits or has committed to seek "market" or "arms-length" rates or terms, the Adviser will do so in its sole discretion, seeking rates that it has determined in its sole discretion to be reflective of the range of rates in the applicable or related markets. The Adviser reserves the right to deem third-party investment in a transaction to be verification that the transaction was entered into at a value that is "arms-length." Consequently, the Adviser undertakes no minimum amount of benchmarking, and does not represent that any such benchmarking ultimately will be accurate, comparable, or relate specifically to the assets, services, geographies, or comparable markets to which such rates or terms relate. Where such rates or terms include hourly components, the Adviser reserves the right to rely on approximations or estimates of time for purposes of allocating or charging for services. Any methodology, or choice among methodologies, involves potential conflicts of interest. Whether or not the Adviser has a relationship or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost. To the extent the Funds engage in a long-term or recurring contract with an Adviser-affiliated service provider, the Adviser may not seek to

benchmark or otherwise renegotiate the original fee arrangement for a significant period of time, if ever.

Certain advisors and other service providers or their affiliates (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants, investment or commercial banking firms and certain other advisors and agents) of the Funds or the Funds' portfolio companies provide goods or services to, or have business, personal, political, financial or other relationships with, the Adviser. Certain Adviser employees have ownership interests in, and/or family members of such employees may be employees of or have ownership interests in, certain service providers to the Funds and/or other Adviser affiliates. Such advisors and service providers may be investors in the Funds, affiliates of the Adviser, sources of investment opportunities or co-investors or counterparties therewith. These relationships may influence the Adviser in deciding whether to select or recommend such a service provider to perform services for the Fund or a portfolio company (the cost of which will generally be borne directly or indirectly by a Funds or such Fund's portfolio company, as applicable).

The Adviser from time to time expects to cause the Funds to bear the full cost and expense of engaging certain third-party service providers on behalf of a portfolio company. In the event a Fund is not the sole shareholder of the portfolio company, other shareholders will benefit from the costs incurred by such Fund and will not reimburse the Fund for their pro rata portion of the cost of any such service provider.

Notwithstanding the foregoing, investment transactions for a Fund that require the use of a service provider will generally be allocated to service providers on the basis of the Adviser's judgment as to best execution, the evaluation of which includes, among other considerations, such service provider's provision of certain investment-related services and research that the Adviser believes to be of benefit to a Fund.

#### *Positions with Portfolio Companies*

Personnel of the Adviser typically serve as directors of, or observers on boards of portfolio companies. While conflicts of interest may arise in the event that such person's fiduciary duties as a director conflict with those of the Fund, it is expected that the interests will generally be aligned. For instance, such positions could impair the ability of a Fund to sell the securities of an issuer in the event a director receives material non-public information by virtue of his or her role, which would have an adverse effect on the Fund. Furthermore, Adviser personnel serving as a director to a portfolio company owe a fiduciary duty to the portfolio company, on the one hand, and the relevant Fund, on the other hand, and such Adviser personnel may be in a position where they must make a decision that is either not in the best interest of the Fund, or is not in the best interest of the portfolio company. Adviser personnel serving as directors may make decisions for a portfolio company that negatively impact returns received by a Fund investing in the portfolio company. In addition, to the extent an employee serves as a director on the board of more than one portfolio company, such employees' fiduciary duties among the two portfolio companies may create a conflict of interest. Certain decisions made by a director may subject the Adviser, its affiliates or a Fund to claims they would not otherwise be subject to as an investor, including claims of breach of duty of loyalty, securities claims and other director-related claims. In general, the Funds will indemnify the Adviser and Adviser personnel from such claims. Additionally, any

fees paid to certain Adviser personnel (whether in the form of cash or equity) are generally subject to the offset described above in Item 5 and such personnel are required to remit any remuneration they may receive as directors to the applicable Funds. However, to the extent Adviser personnel receive any director fees for continued board service to a former portfolio company after the Fund has fully exited its investment in such company, such fees received after the exit will generally neither be required to be remitted to the Funds nor be subject to the offset described in Item 5 above. Employees of the Adviser and Operating Partners have in the past, and may in the future, from time to time, leave the employment of the Adviser or its affiliates or the Operating Partners and become officers or employees of a portfolio company, which will shift the burden of compensating such persons from the Adviser to the applicable portfolio companies, and any fees received by such persons as an employee of the portfolio company will not reduce the Advisory Fee.

To the extent any of the Adviser's consultants or Operating Partners receive fees in connection with service as a director (whether in the form of cash or equity), such fees are generally not offset against the Advisory Fees described in Item 5 above.

In addition, the Adviser or its principals or employees, on behalf of the Adviser, may receive stock of a portfolio company as a Transaction Fee due to service of a principal or employee of the Adviser on the board of such portfolio company or as compensation for other services provided to such portfolio company. In such event, the recipient may act in its own interest with respect to the stock received as a Transaction Fee (including, for instance, determining to sell the distributed securities, or hold on to the distributed securities for such time as such recipient shall determine in its sole discretion). The ability of such recipients, to act in their own interest with respect to the stock received as a Transaction Fee creates a conflict of interest between the Adviser, as an adviser to the Funds and its personnel, on the one hand, and the Funds, on the other hand, because the recipient's interests may not be aligned with those of the Funds and the recipient may determine to sell the stock received at a different time, or on different terms, than the Fund would sell its interest.

From time to time employees of the Adviser may also be asked to serve as directors of, or observers with respect to, certain entities in which a Fund has fully exited its ownership interest and/or following the termination of such employee's employment with the Adviser. In such circumstances, any compensation or fees received with respect to such exited investment and/or by such employee or former employee is not subject to the Advisory Fee offset described above, or otherwise shared with the Funds and/or investors.

In addition, the Adviser may continue to receive other fees from a portfolio company after a Fund has fully exited its ownership interest (for instance, in respect of consulting arrangements or group purchasing arrangements). In such circumstances, any fees received with respect to such exited investment is not subject to the Advisory Fee offset described above, or otherwise shared with the Funds and/or investors.

Certain personnel of the Adviser or its affiliates have in the past and may in the future be temporarily seconded to or otherwise engaged by certain portfolio companies on either a full-time or a part-time basis to provide services to such portfolio companies. In such instances, the portfolio companies will pay such person's directors' fees, salaries, retirement plan funding, consultant fees,

other cash compensation, stock options, other equity grants or other compensation and incentives and may reimburse the Adviser or such persons for any travel costs or other out-of-pocket expenses incurred in connection with the provision of their services. The Adviser may also advance compensation to seconded employees and be subsequently reimbursed by the applicable portfolio companies. Any compensation customarily paid directly by the Adviser or its affiliates to such persons will typically be reduced to reflect amounts paid directly or indirectly by the portfolio company even though the Advisory Fee paid or Carried Interest distributed by the Fund to the Adviser will not be reduced. Any amounts paid to such persons by a portfolio company (or paid by the Adviser and reimbursed by a portfolio company) will not reduce the Advisory Fee otherwise payable to the Adviser or any Carried Interest otherwise payable to the Adviser or its affiliates. All or a portion of any such compensation and incentives will be borne by the Fund, directly or indirectly, via its ownership interest in such portfolio company.

#### *Side Letter Agreements; Advisory Committee Rights*

The Adviser will enter into certain side letter arrangements with certain investors in a Fund providing such investors with different or preferential rights or terms, including but not limited to different fee structures and other preferential economic rights, information and reporting rights, excuse or exclusion rights, waiver of certain confidentiality obligations, co-investment rights, certain rights or terms necessary in light of particular legal, regulatory or policy requirements of a particular investor, additional obligations and restrictions with respect to structuring particular investments in light of the legal and regulatory considerations applicable to a particular investor, modification of representations, indemnification and/or liability and other obligations, veto rights and liquidity or transfer rights. Except as otherwise agreed with an investor, and to the extent permitted under applicable law, the Adviser (or applicable general partner) is not required to disclose the terms of side letter arrangements to other investors in the same Fund. Also, investors will have no recourse against a Fund, the applicable Fund's general partner, the Adviser or their respective affiliates in the event that certain investors receive additional or different rights or terms pursuant to such side letters, some of which rights may impact the rights and/or increase the obligations of other investors. In addition, side letter arrangements with certain investors of the Funds impose additional restrictions on investing in certain types of assets, geographies or industries in order to meet certain legal, tax, regulatory, internal policy or other requirements of such investors. While these restrictions are intended to apply solely to such investors, they may ultimately restrict the investments made by an applicable Fund.

Generally, each Fund has established an advisory committee, consisting of representatives of investors. A conflict of interest may exist when some, but not all limited partners are permitted to designate a member to the advisory committee because those designating limited partners will, for instance, have greater information rights. The advisory committee also has the ability to approve conflicts of interests with respect to the Adviser and the applicable Fund, which could be disadvantageous to the investors, including those investors who do not designate a member to the advisory committee. Representatives of the advisory committee may have various business and other relationships with the Adviser and its partners, employees and affiliates. These relationships may influence the decisions made by such members of the advisory committee.

In addition, members of one Fund's advisory committee are also members of another Fund's advisory committee. In such instances, a conflict of interest exists because the Funds on which

such overlapping advisory committee members may have conflicting interests and such advisory committee members have in the past and may in the future be asked to provide their consent with respect to such conflicts of interest and will not recuse themselves from any such vote.

### *Valuation Matters*

There is no established market for private investment fund interests and there frequently are not any companies for which public market valuations exist comparable to one or more of a Fund's portfolio companies. Because there is significant uncertainty as to the valuation of illiquid investments, the values of such investments may not necessarily reflect the values that could actually be realized by the Funds. Under certain conditions a Fund may be forced to sell portfolio investments at lower prices than it had expected to realize or defer — potentially for a considerable period of time — sales that it had planned to make. In addition, under limited circumstances, the Adviser may not have access to all material information relevant to a valuation analysis with respect to a Fund's portfolio investment. As a result, the valuation of a Fund's portfolio investments, and as a result the valuation of the interests themselves, may be based on imperfect information and is subject to inherent uncertainties.

Generally, the valuation of securities and other assets and liabilities of the Funds will be at fair value, as determined by the general partner of the applicable Fund in accordance with its Governing Documents. Such valuations will be subject in some cases to review by the applicable Fund's advisory committee. The valuation methodologies used to value any investment could vary over time, and valuation determinations (including with respect to whether an investment has been the subject of a permanent impairment) will involve subjective judgments, estimates and projections and will, in certain circumstances, not be accurate. In making its determination in respect of an investment's valuation, the Adviser is entitled to take into account all facts and circumstances it deems relevant, subject to the provisions of the Governing Documents and the Adviser's valuation policy in effect at such time, and there can be no assurance that a third party (including a valuation expert) or investor would agree with the factors used and/or conclusions reached in making any such determination.

With respect to the Funds, the exercise of discretion in valuation by the Adviser and/or its affiliates gives rise to conflicts of interest. Valuations (including, for instance, determination of when an investment should be written down or written off) impact the Adviser's track record and the calculation of Advisory Fees for certain future Funds may be based, in part, on such valuations. The valuation of a Fund's portfolio investments may also affect the ability of the Adviser to raise a successor fund to such Fund. As a result, there may be circumstances where the Adviser is incentivized to determine valuations that may be higher than the actual fair value of a Fund's portfolio investments.

### *Conflicts Relating to SPACs*

The Adviser and/or its affiliates have sponsored, and may in the future to sponsor, one or more SPACs ("Adviser SPACs") and, in connection therewith, will receive founder shares and private placement warrants in such Adviser SPAC. For the avoidance of doubt, any amounts earned with respect thereto will not reduce the Advisory Fee or be for the benefit of a Fund except to the extent provided in a Fund's Governing Documents. The issuance of founder shares would have an indirect dilutive effect on the interests of the entity (e.g., a Fund) investing in the Adviser SPAC.

Founder shares are also expected to have certain preferential rights, such as the exclusive ability to vote for directors prior to any IBC. Based on the typical SPAC's mandate to merge with a private company, such activity will not be subject to the restrictions on the formation of a follow-on Fund and will fall outside investment activity restrictions set forth in a Fund's Governing Documents. Conflicts may arise as a result of such activities, including in the event that any such Adviser SPAC enters into a transaction with a portfolio company of any Fund, in the event that any Fund determines or commits to make an investment in any current or future Adviser SPAC, and in allocating expenses, investment opportunities and Adviser personnel time. Specifically, even though a majority of an Adviser SPAC's board will consist of independent directors, the Adviser or an affiliate will select those independent directors in the first instance and holders of founder shares have the sole authority to elect all directors before any IBC closing. In addition, certain Adviser personnel will become officers, serve on an Adviser SPAC's board of directors and/or otherwise assist in the Adviser SPAC's exploration of potential business combination opportunities. The time spent by such personnel in connection with the Adviser SPAC's activities will be substantial and can detract from time spent directly managing a Fund's investments. The Adviser will seek to resolve such conflicts in a manner that the Adviser deems fair and equitable to the extent possible under the prevailing facts and circumstances and that is consistent with the applicable Fund's Governing Documents and the governing documents of such Adviser SPAC.

In particular, if a Fund commits to invest in an Adviser SPAC (for example, via a forward purchase agreement or PIPE investment), conflicts of interest arise with respect to the Adviser's or its affiliates' contribution of the "at-risk" capital (described below) and receipt of founder shares and/or private placement warrants which, as discussed above, will not reduce the Advisory Fee. At the time the Adviser SPAC is launched, the Adviser SPAC's sponsor typically commits "at-risk" capital in exchange for private placement warrants and receives founder shares as the SPAC's sponsor. If the Adviser or an affiliate commits to fund this "at-risk" capital, the Adviser or such an affiliate could be incentivized to pursue a deal to avoid losing the value of its "at-risk" capital. Additionally, the founder shares will have value only to the extent an IBC is consummated. A Fund's investment in the Adviser SPAC (or a commitment by a Fund to invest in the Adviser SPAC) indirectly benefits the Adviser as the sponsor of the Adviser SPAC as such investment/commitment increases the likelihood of a successful IBC by providing committed capital for the IBC, thereby increasing deal certainty and the SPAC's attractiveness to potential targets. Also, if a Fund invests in an Adviser SPAC, in addition to its receipt of Advisory Fees and Carried Interest, the Adviser or an affiliate would also have an interest in the SPAC's founder shares and private placement warrants (which could result in significant value to the Adviser or its affiliate in the event of a successful business combination), which could act as a dual layer of fees/expenses borne by a Fund.

Additional potential conflicts of interest arise if the IBC is between an Adviser SPAC and a portfolio company. The sponsor of a SPAC is incentivized to find a target for an IBC within the designated time period, which may cause it to take increased investment risk or complete an IBC on less favorable terms, to avoid losing the value of its "at-risk" capital, including the value of its founder shares and private placement warrants. In addition, the Adviser or an affiliate would likely receive Carried Interest upon the sale of the portfolio company to the SPAC, which could motivate the Adviser or an affiliate to sell the portfolio company at a higher price, or alternatively to sell a portfolio company to the SPAC at a lower price (including potentially below fair value) in order

to increase the value of the founder shares and private placement warrants. All of these factors would incentivize an Adviser SPAC to consummate an IBC, including with a portfolio company.

In addition, the conflicts and procedures described under “*Allocation of Investment Opportunities*” above are applicable with respect to the allocation of investment opportunities (i) between an Adviser SPAC and the Funds with respect to prospective targets and (ii) among the Funds with respect to any investments in an Adviser SPAC. Conflicts of interest can also arise with respect to the allocation of certain expenses. For example, an Adviser SPAC could invest in an opportunity initially considered by a Fund and would therefore benefit from such Fund’s prior diligence, potentially without any corresponding obligation to reimburse the Fund for the cost of diligence or related expenses. Additional conflicts may arise as a result of a Fund’s investment in an Adviser SPAC, including via a forward purchase agreement, direct purchase in an IPO or a PIPE investment, including for example: (i) if a Fund commits to an optional or revocable forward purchase agreement, the Adviser or its affiliates may decide not to call a Fund’s commitment in favor of a third-party PIPE investment, even if such commitment would be in such Fund’s best interest; (ii) to the extent that a Fund is able to redeem or votes its shares in connection with a proposed IBC, the Adviser or its affiliates will control such decisions and will be incentivized not to redeem a Fund’s shares and to vote in favor of the IBC in order to enhance deal certainty and the value of its founder shares and private placement warrants; (iii) if a Fund owns public warrants, the Adviser or its affiliates will control whether and when such Fund determines to exercise its warrants, which decision may be influenced by the Adviser or its affiliates’ own economic interests in the post-IBC entity; and (iv) to the extent that both a Fund and the Adviser or its affiliates own public shares of the SPAC’s post-IBC entity, the Adviser or its affiliates may decide to sell its own public shares at different times or in non-pro rata amounts than those held by a Fund, or may determine to buy additional shares at a time when a Fund determines to sell its shares, or vice versa. In addition, the Adviser or its affiliates may possess material non-public information about the SPAC or any post-IBC entity, which may restrict a Fund from buying or selling the SPAC’s securities at opportune times.

The Adviser will seek to resolve such conflicts in a manner that the Adviser deems fair and equitable to the extent possible under the prevailing facts and circumstances and that is consistent with a Fund’s Governing Documents and the governing documents of such Adviser SPAC.

#### *Other Potential Conflicts*

The Governing Documents of a Fund establish complex arrangements among the Funds, the Adviser, investors and other relevant parties. From time to time, questions may arise regarding certain parties’ rights and obligations in certain situations, some of which may not have been contemplated upon the negotiation and execution of such documents. In some instances, the operative provisions of the Governing Documents, if any, may be broad, unclear, general, conflicting, ambiguous and vague and may allow for multiple reasonable interpretations. In other instances, there may not be a directly applicable provision. While the Adviser will construe the relevant provisions in good faith and in a manner consistent with its fiduciary duty and legal obligations, the interpretations used may not be the most favorable to a Fund or its investors.

The Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. Members

of the law firms engaged to represent the Funds may be investors in a Fund, and may also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, the Adviser and/or its affiliates, the parties may engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation may be required.

The Adviser and its personnel have in the past and may, from time to time in the future, receive certain intangible and/or other benefits and/or perquisites arising or resulting from their activities on behalf of a Fund, including benefits and other discounts provided from service providers. For example, airline travel or hotel stays incurred as Fund expenses or portfolio company expenses may result in “miles” or “points,” rebates or credit in loyalty/status programs to the Adviser and/or its personnel. Such benefits, rewards and/or amounts (whether or not *de minimis* or difficult to value), will exclusively benefit the Adviser and/or such personnel even though the cost of the underlying service is being borne by the Funds, its investors and/or the portfolio companies. Any such benefits, rewards and/or amounts will not be subject to the offset arrangements described above or otherwise shared with such Fund, its investors and/or the portfolio companies. In addition, airline travel incurred as a Fund or portfolio company expense for Adviser personnel travelling for appropriate Fund-related purposes (including, without limitation, travel related to a portfolio company, a prospective portfolio company or other Fund-related matter) may benefit such Adviser personnel to the extent the trip also serves a personal purpose.

The Adviser has in the past and may, in its discretion, in the future cause the Funds and/or their portfolio companies to have ongoing business dealings, arrangements or agreements with persons who are former employees or executives of the Adviser. The Funds and/or their portfolio companies may bear, directly or indirectly, the costs of such dealings, arrangements or agreements. In such circumstances, there may be a conflict of interest between the Adviser and the Funds (or their portfolio companies) in determining whether to engage in or to continue such dealings, arrangements or agreements, including the possibility that the Adviser may favor the engagement or continued engagement of such persons even if a better price and/or quality of service could be obtained from another person.

The Funds may create a platform for acquiring companies in a particular industry for the purpose of creating synergies across, and adding value to, such companies (e.g., merging companies together to create economies of scale or running certain companies in a coordinated manner). In such instances, a holding company (“Holding Company”) would be created that would acquire and manage the companies in the platform. The investments in the Holding Company may be managed together (including, for example, the use of common service providers, combined and/or otherwise sold together as part of a single transaction or series of related transactions). The Holding Company would be staffed with personnel responsible for sourcing, acquiring and managing companies for the Holding Company. In certain circumstances, such Holding Company employees may include former employees of the Adviser, or current or former Operating Partners, advisors or consultants to the Adviser and its affiliates. All of the Holding Company’s costs and expenses, initial or ongoing and for any purpose, including compensation for its personnel (which compensation may include, among other things, salary, bonus, benefits, retainers and the granting of profit participation in certain investments of Holding Company and/or a capital interest in such investments or the underlying assets), overhead expenses (including, without limitation, rent,



property taxes and utilities allocable to the workspaces) and all expenses related to sourcing would be borne by the Holding Company (and, therefore, indirectly borne by the Fund). Such costs and expenses will not offset the Advisory Fee and are in addition to Advisory Fees and other compensation (e.g., Carried Interest) received by the Adviser. In addition, as the Adviser earns Advisory Fees and Carried Interest from the Fund, the Adviser will benefit from the assets, income and gains of Holding Company.

In addition, from time to time, the Adviser will recruit a management team to pursue a new “platform” opportunity expected to lead to the formation of a future portfolio company, or to undertake a “build-up strategy” to acquire and develop assets in a particular sector or involving a particular strategy. In other instances, a new platform could be formed to recruit an existing or newly formed management team to build such platform through acquisitions and organic growth. In certain circumstances, such platform employees may include former employees or Operating Partners of the Adviser, or current or former senior advisors or consultants to the Adviser and its affiliates. The structure of each platform and the engagement of personnel will vary, including whether a management team’s services are exclusive to the platform and whether the members of the management team are employed directly by the platform or indirectly through a separate management company established to manage such platform. Platform structures may change during the investments’ holding periods, for instance, in connection with restructurings or dispositions. The management team of a platform investment may provide services with respect to other platform investments of more than one Fund, or provide the same or similar services for unaffiliated parties. The services provided by the platform management team could be similar to, and in some cases overlap with, the services provided by the Adviser to the Funds. The Fund will bear the expenses of the management team or portfolio company, as the case may be, including any sourcing costs and management costs, overhead expenses, management or other fees, employee compensation including cash compensation, bonus and profits interest, diligence expenses or other related expenses in connection with backing the management team or the build out of the platform company. Such expenses may be borne directly by the applicable Fund as Fund expenses or indirectly as the Fund bears the start-up and ongoing expenses of the newly formed platform portfolio company. Such costs and expenses will not offset the Advisory Fee and are in addition to Advisory Fees and other compensation (e.g., Carried Interest) received by the Adviser.

The Funds bear the cost of insurance (including premiums, expenses or fees of insurance brokers and other costs and expenses), which covers both liabilities against the Funds, the Adviser and the Adviser’s personnel. This may include a portion of any premiums, fees, costs and expenses for one or more “umbrella” or other insurance policies maintained by the Adviser that cover one or more Funds and/or the Adviser (including their respective directors, officers, employees, agents, representatives, members of the advisory committee and other indemnified parties). The Adviser will make judgments about the allocation of premiums, fees, costs and expenses for such “umbrella” or other insurance policies among one or more Funds, and/or the Adviser, in its sole discretion and on a fair and reasonable basis, and may make corrective allocations should it subsequently determine that such corrections are necessary or advisable. There can be no assurance that a different allocation would not result in a Fund’s bearing less (or more) premiums, fees, costs and expenses for insurance policies. Such insurance coverage is likely to be used to indemnify the Adviser in instances where the Adviser or its personnel are accused of negligence or misconduct. In addition, to the extent that a Fund or its limited partners bring a suit against the Adviser, the

Adviser may be covered by the insurance coverage with respect to such claims. In each instance, the Fund would be responsible for bearing any deductibles in connection with such claims.

The Adviser may, from time to time, require, cause or invite the Funds and/or a portfolio company to make contributions to charitable initiatives, or other non-profit organizations that the Adviser believes could, directly or indirectly, enhance the value of the Funds' investments, assist in completing an acquisition of a portfolio company or other transaction (whether or not documented at the time of such acquisition or transaction) or otherwise serve a business purpose for, or be beneficial to, the Funds or their portfolio companies. Such contributions could be designed to benefit employees of a portfolio company, the community in which a portfolio company operates or a charitable cause essential to, or consistent with, the business purpose of a portfolio company. In certain instances, such charitable initiatives could be sponsored by, affiliated with or related to current or former employees of the Adviser, portfolio company management teams, advisors, service providers, vendors, joint venture partners and/or other persons or organizations associated with the Adviser, the Funds or the portfolio companies. These relationships could influence the Adviser's decision whether to require, cause or invite the Funds or the portfolio companies to make charitable contributions. Further, from time to time, such charitable contributions by the Funds or the portfolio companies could supplement or replace other charitable contributions that the Adviser would have otherwise made. Also, in certain instances, the Adviser may, from time to time, select a service provider or other counterparty to the Funds or their investments based, in part, on the charitable initiatives of such person where the Adviser believes such charitable initiatives could, directly or indirectly, enhance the value of the Funds' investments or otherwise be beneficial to the portfolio companies.

The Adviser or a Fund may lend money to another Fund. For example, Funds may enter into short-term loans between each other for legal, tax, regulatory, administrative or other business reasons in connection with the consummation of an investment. Such lending arrangements create conflicts of interest between the Adviser and such Funds, as the Adviser would likely determine the terms of the transaction for both the lender and the borrower.

Principal executive officers and other personnel of the Adviser personally invest in third-party investment funds and, therefore, participate indirectly in the investments made by such third-party funds. The Adviser may cause the Funds to purchase or sell securities with such third-party funds. The existence of these investments may present conflicts of interest in obtaining the best possible price and terms for those transactions.

Certain personnel of the Adviser provide business or consulting services to certain technology companies that are not portfolio companies of the Funds, including companies that are, or may, at some point, become competitors of the Funds' portfolio companies. Such personnel have in the past and are in the future likely to receive compensation in connection with these services. In the event a company is, or becomes a competitor of a portfolio company, such personnel would, in consultation with compliance, either elect to resign from his or her position with such company, or waive all compensation received in connection with these services on a going-forward basis. Any ongoing service would create an additional conflict of interest with respect to such personnel's time and attention to the Adviser and the Funds.

The Governing Documents of certain Funds permit the Adviser to withhold information from certain limited partners or investors in such Fund in certain circumstances. For instance, certain information will often be withheld from limited partners that are subject to Freedom of Information Act or similar requirements. Additionally, the Governing Documents of certain Funds formed primarily for investors that are individuals and their personal investment vehicles have provided the Adviser with broad authority to withhold information from the limited partners in such Funds. The Adviser will often elect to withhold certain information to such limited partners if confidentiality, business or other considerations advise against providing such information to such limited partners, despite the potential benefits to such limited partners of receiving such information.

Please see the discussion above under the sub-heading “Resolution of Conflicts” for a description of the means by which the Adviser and its related persons may seek to alleviate conflicts of interest among the Funds or other persons.

## **Item 12. Brokerage Practices**

To meet its fiduciary duties to the Funds, the Adviser has adopted written policies to address issues that might arise with respect to purchasing, holding and selling publicly traded securities.

### **Selection of Brokers and Dealers**

For each of the Funds, the Adviser has sole discretion over the purchase and sale of investments (including the size of such transactions) and the broker or dealer, if any, to be used to effect transactions. In placing each transaction for a Fund involving a broker-dealer, the Adviser will seek “best execution” of the transaction. “Best execution” means obtaining for a Fund account the lowest total cost (in purchasing a security) or highest total proceeds (in selling a security), taking into account the circumstances of the transaction and the reputability and reliability of the executing broker or dealer. Best execution is not limited solely to the consideration of the best available commission rate.

In determining whether a particular broker or dealer is likely to provide best execution in a particular transaction, the Adviser takes into account all factors that it deems relevant to the broker or dealer’s execution capability, including, by way of illustration, price, the size of the transaction, the nature of the market for the security, the broker or dealer’s familiarity with the security and the security’s market for trading the amount of the commission, the timing of the transaction taking into account market prices and trends, the reputation, experience and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions.

In order to monitor best execution, the Adviser’s Finance and Compliance teams will periodically monitor broker-dealers to assess the quality of execution of brokerage transactions effected on behalf of the Adviser and each Fund.

The Adviser does not receive “soft dollars” in connection with its use of broker-dealers.

### **Aggregation of Trades**

The Adviser and its affiliates may aggregate (or bunch) the orders of more than one Fund for the purchase or sale of the same publicly traded security. The Adviser often employs this practice because larger transactions may enable it to obtain better overall prices, including lower commission costs or mark-ups or mark-downs. The Adviser and its affiliates may combine orders on behalf of Funds with orders for other Funds for which it or its affiliates have trading authority, or in which it or its affiliates have an economic interest. In such cases, the Adviser and its affiliates generally aggregate trade orders for publicly traded securities so that each participating Fund will receive the average price for each execution of a transaction.

If an order for more than one Fund in a publicly traded security cannot be fully executed, allocation shall be made based upon the Adviser's procedures for allocation of investment opportunities, as described in Item 11 above.

### **Item 13. Review of Accounts**

#### **Oversight and Monitoring**

The Adviser closely monitors the portfolio companies and other holdings of the Funds and generally maintains an ongoing oversight position in its portfolio companies. The Adviser's Investment Committee reviews the Funds' portfolios a periodic basis. This review includes various performance indicators and financial metrics relating to each Fund's portfolio companies. The Adviser's Investment Committee is composed of senior investment professionals of the Adviser.

#### **Reporting**

Investors in the Funds typically receive, among other information, a copy of audited financial statements of the relevant Fund within 90 days after the fiscal year end of such Fund, as well as quarterly performance reports within 45 or 60 days after each fiscal quarter end, depending on the Fund. The Adviser and the applicable general partner, if any, will, from time to time, in their sole discretion, provide additional information relating to such Fund to one or more investors in such Fund as they deem appropriate.

### **Item 14. Client Referrals and Other Compensation**

For details regarding economic benefits provided to the Adviser by non-clients, including a description of related material conflicts of interest and how they are addressed, please see Item 11 above. In addition, the Adviser and its related persons, in certain instances, receive discounts on products and services provided by portfolio companies of Funds and/or the customers or suppliers of such portfolio companies.

The Adviser from time to time engages one or more persons to act as a placement agent for a Fund in connection with the offer and sale of interests to certain potential investors. Such persons generally will receive a fee in an amount equal to a percentage of the capital commitments for interests made by such potential investors to such Fund that are subsequently accepted. Such Fund

typically will, subject to any limitations set forth in its Governing Documents, reimburse such fees. Advisory Fees received by the Adviser are generally reduced by the amount of such fees.

#### **Item 15. Custody**

Item 15 is not applicable to the Adviser.

#### **Item 16. Investment Discretion**

Investment advice is provided directly to the Funds and not individually to the investors in the Funds. Services are provided to the Funds in accordance with the Governing Documents of the applicable Fund. Investment restrictions for the Funds, if any, are generally established in the Governing Documents of the applicable Fund.

#### **Item 17. Voting Client Securities**

The Adviser has established written policies and procedures setting forth the principles and procedures by which the Adviser votes or gives consent with respect to securities owned by the Funds (“Votes”). The guiding principle by which the Adviser votes all Votes is to vote in the best interests of each Fund by maximizing the economic value of the relevant Fund’s holdings, taking into account the relevant Fund’s investment horizon, the contractual obligations under the relevant Advisory Agreements or comparable documents, and any other relevant facts and circumstances the Adviser determines to be appropriate at the time of the vote. The Adviser does not permit Voting decisions to be influenced in any manner that is contrary to, or dilutive of, this guiding principle.

It is the Adviser’s general policy to vote or give consent on all matters presented to security holders in any Vote. However, the Adviser reserves the right to abstain on any particular Vote or otherwise withhold its vote or consent on any matter if, in the judgment of the Adviser’s Chief Legal Officer, Chief Compliance Officer or the relevant Adviser investment professionals, the costs associated with voting such Vote outweigh the benefits to the relevant Funds or if the circumstances make such an abstention or withholding otherwise advisable and in the best interests of the relevant Funds. Funds generally cannot direct the Adviser’s Vote.

In most cases, the relevant Adviser investment professionals will make the decision as to the appropriate vote for any particular Vote. In making such decision, he or she will rely on any of the information and/or research available to him or her.

The Adviser’s Chief Compliance Officer has the responsibility to monitor Votes for any conflicts of interest, regardless of whether they are actual or perceived. All Voting decisions may be subject to a conflicts of interest review by the Adviser’s Chief Compliance Officer in accordance with these policies and procedures, which will include consideration of whether the Adviser or any personnel recommending how to vote and/or the Adviser’s affiliates and their clients have an interest in how the Vote is voted that may present a conflict of interest. In addition, all Adviser personnel are expected to perform their tasks relating to the voting of Votes in accordance with the principles set forth above. The Adviser’s Chief Compliance Officer will use his or her best

judgment to address any such conflicts of interest and ensure that they are resolved in accordance with his or her independent assessment of the best interests of the Funds.

Where the Adviser's Chief Compliance Officer deems appropriate in his or her sole discretion, unaffiliated third parties may be used to help resolve conflicts or otherwise assist the Adviser in fulfilling all or part of its voting obligations. In this regard, the Adviser can retain independent fiduciaries, consultants or professionals to assist with Voting decisions and/or to which Voting and/or consent powers may be delegated in accordance with its proxy voting policies and procedures.

Copies of relevant proxy logs, identifying how proxies were voted in connection with a Fund and copies of proxy voting policies are available to any client or prospective client upon written request to: [compliance@tcv.com](mailto:compliance@tcv.com).

**Item 18. Financial Information**

Item 18 is not applicable to the Adviser.

**Item 19. Requirements for State-Registered Advisers**

Item 19 is not applicable to the Adviser.